

THE CITY OF SOUTH EUCLID
SCHEDULE OF MEETING
MARCH 14, 2022
8:00 PM

Meeting Conducted Via WebEx Meeting Platform

PUBLIC ACCESS FOR RESIDENTS:

Please go to the City's Homepage at www.cityofsoutheuclid.com
and click the "Join City Council Meeting Link"
at the top of the webpage.

The Password to Join the Meeting is:

2uJVUWMnU82 (28588966 from phones and video systems)

1. PLEDGE OF ALLEGIANCE
2. ROLL CALL
3. REPORT OF MAYOR & DEPARTMENT HEADS
4. REPORT OF LAW DIRECTOR
5. REPORT OF SCHOOL DISTRICT
6. PUBLIC HEARINGS (OPEN MEETING) RELATED TO AGENDA ITEMS
7. REPORT OF COUNCIL COMMITTEES

Zoning & Planning Committee

1. Ordinance 20-21 Amending the Zoning Map of The City of South Euclid, Ohio, so as to change the thereafter described Permanent Parcel Numbers from its Existing Class R-50 "One and Two Family District" or C-1 "Limited Commercial District" to M-G "Mayfield Green District." Third Reading.

8. LEGISLATION REQUESTED BY CITY COUNCIL

1. Ordinance 02-22 To make appropriations for current expenses and other expenditures of the City of South Euclid, State of Ohio, during the Fiscal Year ending December 31, 2022; and declaring an emergency. First Reading.

9. LEGISLATION REQUESTED BY THE MAYOR & ADMINISTRATION

1. Ordinance 03-22 An ordinance to provide for the issuance and sale of notes, in anticipation of the issuance of bonds, in the principal amount not to exceed \$1,638,000 for the purpose of retiring outstanding bond anticipation notes of the city issued to pay for all or a portion of the costs of constructing, reconstructing, resurfacing and otherwise improving various streets in the city, together with all necessary appurtenances, and declaring an emergency. First Reading.

2. Ordinance 04-22

An ordinance to provide for the issuance of notes, in anticipation of the issuance of bonds, in the principal amount not to exceed \$2,100,000 to pay for all or a portion of the costs of resurfacing, constructing and otherwise improving various streets, parks and parking lots in the city, together with all necessary appurtenances, and declaring an emergency. First Reading.

10. PUBLIC HEARINGS (OPEN MEETING) RELATED TO OPEN BUSINESS

11. COMMUNICATIONS OF CITY COUNCIL

12. ADJOURN TO EXECUTIVE SESSION for the purposes of discussing pending litigation.

13. ADJOURN

CITY OF SOUTH EUCLID, OHIO

ORDINANCE NO.: 20-21
INTRODUCED BY: Frank
REQUESTED BY: Mayor

September 27, 2021
Second Reading 12-13-21

AN ORDINANCE

AMENDING THE ZONING MAP OF THE CITY OF SOUTH EUCLID, OHIO, SO AS TO CHANGE THE HEREINAFTER DESCRIBED PERMANENT PARCEL NUMBERS FROM ITS EXISTING CLASS R-50 "ONE AND TWO FAMILY DISTRICT" OR C-1 "LIMITED COMMERCIAL DISTRICT" TO M-G "MAYFIELD GREEN DISTRICT."

WHEREAS, after careful study of the city's zoning map, the Mayor and City Council propose to expand the downtown M-G "Mayfield-Green District" to encompass the hereinafter described parcels existing currently as Class R-50 "One and Two Family District" or C-1 "Limited Commercial District"; and

WHEREAS, the parcels selected for inclusion into this expansion of the M-G "Mayfield-Green District" are already either commercial or institutional uses and are misclassified as single family residential or limited commercial uses; and

WHEREAS, this expansion of the M-G "Mayfield-Green District" is consistent with the 2019 Yard & Company plan and the 2018 City Master Plan for the future of downtown South Euclid and will allow for opportunities of innovative growth; and

WHEREAS, the Planning Commission discussed and considered this request from the Mayor and City Council and held a public hearing on the above matter on *Month 00, 2021*; and

WHEREAS, after the public hearing and further discussion, the Planning Commission, in a *x-x-x* vote, recommended approval of the rezoning of the hereinafter described parcels from the existing Class R-50 "One and Two Family District" or C-1 "Limited Commercial District" to M-G "Mayfield-Green District"; and

WHEREAS, the Council of the City of South Euclid, after conducting its due diligence, intends to accept the recommendation of the Planning Commission to rezone the hereinafter described parcels from its existing Class R-50 "One and Two Family District" or C-1 "Limited Commercial District" to M-G "Mayfield-Green District."

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of South Euclid, Ohio:

Section 1: That the following pieces of property known as permanent parcel nos. 703-13-037; 703-13-038; 703-13-039; 703-13-040; 703-14-019; 703-14-020; 703-14-021; 703-14-022; 703-14-023; 703-14-025; 703-14-026; 703-29-015; 703-30-020; 703-30-030; and 703-30-053 which are currently zoned R-50 "One and Two Family District" and the following pieces of property known as permanent parcel nos. 703-29-016; 703-29-017; and 703-29-029 which are currently zoned C-1 "Limited Commercial District" be rezoned M-G "Mayfield-Green District," as recommended by the Planning Commission and approved by City Council.

Section 2: That it is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees on or after November 25, 1975, 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 3: That this Ordinance shall take effect and be in force immediately upon its adoption by the Council and approval by the Mayor, or otherwise shall take effect and be in force after the earliest period allowed by law.

Passed this _____ day of _____, 2022.

Ruth I. Gray, President of Council

Attest:

Approved:

Keith A. Benjamin, Clerk of Council

Georgine Welo, Mayor

Approved as to form:

Michael P. Lograsso, Director of Law

CITY OF SOUTH EUCLID, OHIO

ORDINANCE NO.: 02-22
 INTRODUCED BY: Gray
 REQUESTED BY: Mayor

March 14, 2022

AN ORDINANCE

TO MAKE APPROPRIATIONS FOR CURRENT EXPENSES AND OTHER EXPENDITURES OF THE CITY OF SOUTH EUCLID, STATE OF OHIO, DURING THE FISCAL YEAR ENDING DECEMBER 31, 2022; AND DECLARING AN EMERGENCY.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of South Euclid, Ohio:

Section 1: That to provide for the current expenses and other expenditures of the City of South Euclid during the fiscal year ending December 31, 2022, the sums as herein set forth be and the same are hereby made. Said sums to be used to implement this 2022 Revenue and Expense.

Section 2: That there be appropriated from the General Fund:

PROGRAM I - Security of Persons and Property

POLICE DEPARTMENT - 1110

Personal Services	\$5,196,232	
Other Charges	<u>445,455</u>	
Total Police Department		\$5,641,687

POLICE - ADMINISTRATIVE - 1111

Personal Services	\$165,810	
Other Charges	<u>1,000</u>	
Total Police Department-Administrative		\$166,810

POLICE - SCHOOL GUARDS - 1112

Personal Services	\$132,419	
Other Charges	<u>2,000</u>	
Total Police Department-School Guards		\$134,419

POLICE - CORRECTIONS - 1113

Personal Services	\$0	
Other Charges	<u>0</u>	
Total Police Department-Corrections		\$0

FIRE DEPARTMENT- 1120

Personal Services	\$4,611,893	
Other Charges	<u>396,223</u>	
Total Fire Department		\$5,008,116

FIRE HYDRANTS - 1122

Other Charges	<u>38,000</u>	
Total Fire Hydrants		\$38,000

DISPATCHERS - 1130

Personal Services	\$0	
Other Charges	<u>726,440</u>	
Total Dispatchers		\$726,440

TOTAL PROGRAM I \$11,715,472

PROGRAM II - Public Health & Welfare Services

SUPPORT OF PRISONERS - 2210

Other Charges	<u>\$81,300</u>	
Total Public Health & Welfare		\$81,300
TOTAL PROGRAM II		\$81,300

PROGRAM III - Leisure Time Activities

RECREATION - 3310

Personal Services	\$201,146	
Other Charges	<u>103,650</u>	
Total Recreation		\$304,796

COMMUNITY CENTER - 3350

Personal Services	\$221,935		
Other Charges	<u>128,700</u>		
Total Community Center		\$350,635	
TOTAL PROGRAM III			\$655,431
PROGRAM IV - Community Environment			
<u>BUILDING DEPARTMENT - 4410</u>			
Personal Services	\$1,092,717		
Other Charges	<u>199,700</u>		
Total Building Department		\$1,292,417	
<u>ECONOMIC DEVELOPMENT - 4430</u>			
Personal Services	\$271,616		
Other Charges	<u>218,000</u>		
Total Economic Development		\$489,616	
<u>COMMUNITY RELATIONS - 4440</u>			
Personal Services	\$113,489		
Other Charges	<u>118,500</u>		
Total Community Relations		\$231,989	
<u>CITY BOARDS & COMMISSIONS - 4450</u>			
Personal Services	\$45,681		
Other Charges	<u>5,450</u>		
Total Boards & Commissions		\$51,131	
<u>YOUTH INITIATIVE - 4460</u>			
Personal Services	\$25,711		
Other Charges	<u>29,500</u>		
Total Youth Initiative		\$55,211	
TOTAL PROGRAM IV			\$2,120,364
<u>- Basic Utility Service</u>			
<u>REFUSE COLLECTION & DISPOSAL - 5510</u>			
Other Charges	<u>\$1,650,000</u>		
Total Refuse Collection & Disposal		\$1,650,000	
<u>CURBSIDE RECYCLING - 5520</u>			
Personal Services	\$104,762		
Other Charges	<u>12,700</u>		
Total Curbside Recycling		\$117,462	
TOTAL PROGRAM V			\$1,767,462
<u>VI - Transportation</u>			
<u>SERVICE DEPARTMENT - 6610</u>			
Personal Services	\$318,832		
Other Charges	<u>282,750</u>		
Total Service Department		\$601,582	
<u>GARAGE - 6620</u>			
Personal Services	\$214,935		
Other Charges	<u>244,500</u>		
Total Garage		\$459,435	
TOTAL PROGRAM VI			\$1,061,017
<u>- General Government</u>			
<u>MAYOR'S OFFICE - 7710</u>			
Personal Services	\$212,871		
Other Charges	<u>41,160</u>		
Total Mayor's Office		\$254,031	
<u>LEGISLATIVE ACTIVITIES (CITY COUNCIL) - 7720</u>			

Personal Services	\$104,339	
Other Charges	<u>38,700</u>	
Total Legislative Activities (City Council)		\$143,039

FINANCE ADMINISTRATION - 7730

Personal Services	\$414,808	
Other Charges	<u>66,050</u>	
Total Finance Administration		\$480,858

INCOME TAX ADMINISTRATION (RITA) - 7731

Personal Services	\$0	
Other Charges	<u>515,000</u>	

LEGAL Total Income Tax Administration \$515,000

Personal Services	\$228,309	
Other Charges	<u>432,800</u>	

JUDICIAL Total Legal Administration \$661,109

Personal Services	\$780,293	
Other Charges	<u>36,500</u>	

CIVIL SE Total Judicial Activities (Municipal Court) \$816,793

Personal Services	\$7,913	
Other Charges	<u>32,150</u>	

ENGINEER Total Civil Service Commission \$40,063

Personal Services	\$22,358	
Other Charges	<u>4,200</u>	

MUNICIPAL Total Engineering \$26,558

Personal Services	\$65,489	
Other Charges	<u>597,200</u>	

GENERAL Total Municipal Complex \$662,689

Personal Services	\$40,000	
Other Charges	<u>559,435</u>	

INS Total General Services \$599,435

Personal Services	\$0	
Other Charges	<u>268,100</u>	

TR Total Insurance \$268,100

Other Charges	<u>\$2,542,573</u>	
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\$2,542,573

TOTAL PROGRAM VII

\$7,010,248

TOTAL GENERAL FUND

\$24,411,294

OPF Section 3: That there be appropriated from the Special Revenue Funds:

Other Charges	<u>\$0</u>	
<u>COPS GR</u> Total		\$0

Personal Services	\$0	
Other Charges	<u>0</u>	

<u>COMMUJ</u> Total		\$0	
Personal Services	\$7,180		
Other Charges	<u>4,245</u>		
<u>STREET C</u> Total		\$11,425	11,425
Personal Services	\$1,083,955		
Other Charges	<u>331,200</u>		
<u>STATE H</u> Total		\$1,415,155	1,415,155
Personal Services	\$0		
Other Charges	<u>50,000</u>		
<u>PARKING</u> Total		\$50,000	50,000
Personal Services	\$0		
Other Charges	<u>0</u>		
<u>SWIMMING POOLS (FUND 206)</u> Total		\$0	-
Personal Services	\$188,370		
Other Charges	<u>92,675</u>		
<u>PERMISSIVE MOTOR VEHICLE TAX (FUND 207)</u> Total		\$281,045	281,045
Other Charges	<u>\$160,000</u>		
<u>HUD GRANT - NSP 3 (FUND 215)</u> Total		\$160,000	160,000
Other Charges	<u>\$0</u>		
<u>POLICE RANGE (FUND 220)</u> Total		\$0	
Other Charges	<u>\$32,400</u>		
<u>LAW ENFORCEMENT TRUST (FUND 221)</u> Total		\$32,400	
Other Charges	<u>\$110,000</u>		
<u>FEMA FIREFIGHTERS GRANT (FUND 222)</u> Total		\$110,000	142,400
Other Charges	<u>\$1,504</u>		
<u>SAFETY FORCES LEVY (FUND 410)</u> Total		\$1,504	
Personal Services	\$1,800,600		
Other Charges	<u>23,292</u>		
<u>STREET LIGHTING (FUND 511)</u> Total		\$1,823,892	
Other Charges	<u>\$471,500</u>		
<u>SEWER MAINTENANCE (516)</u> Total		\$471,500	2,296,896
Personal Services	\$458,608		
Other Charges	<u>28,480</u>		
<u>SEWER REHABILITATION (517)</u> Total		\$487,088	487,088
Other Charges	<u>\$400</u>		
<u>POLICE PENSION (FUND 614)</u>			

Total		\$400		
Other Charges	<u>\$161,000</u>			
<u>FIRE PENSION (FUND 615)</u>				
Total		\$161,000		
Other Charges	<u>\$163,000</u>			
<u>SICK LEAVE BENEFIT (FUND 926)</u>				
Total		\$163,000		
Other Charges	<u>\$60,870</u>			
<u>SALARY RESERVE (FUND 927)</u>				
Total		\$60,870		
Total	0	\$0	\$385,270	
TOTAL SPECIAL REVENUE FUNDS:				\$5,229,279

GENERAL BOND RETIREMENT (FUND 327)

Section 4: That there be appropriated from the Bond Retirement Funds:

Other Charges	<u>\$72,360</u>			
<u>RECREATION BOND RETIREMENT (FUND 328)</u>				
Total		\$72,360	\$72,360	
Other Charges	<u>\$0</u>			
<u>SPECIAL ASSESSMENT BOND RETIREMENT (FUND 510)</u>				
Total		\$0	\$0	
Other Charges	<u>\$0</u>			
Total		\$0	\$0	

TOTAL BOND RETIREMENT FUNDS: \$72,360

Section 5: That there be appropriated from the Capital Project Funds:

<u>SAE</u> Other Charges	<u>\$1,695,688</u>			
Total		\$1,695,688	1,695,688	
<u>POI</u> Other Charges	<u>\$250,000</u>			
Total		\$250,000	\$250,000	
<u>ENE</u> Other Charges	<u>\$30,000</u>			
Total		\$30,000	\$30,000	
<u>WA'</u> Other Charges	<u>\$560,573</u>			
Total		\$560,573	560,573	
<u>ROZ</u> Other Charges	<u>\$573,000</u>			
Total		\$573,000	573,000	
<u>FLC</u> Other Charges	<u>\$1,136,020</u>			
Total		\$1,136,020	1,136,020	
<u>SID</u> Other Charges	<u>\$2,516,382</u>			

Total		\$2,516,382	2,516,382
<u>STA</u> Other Charges	<u>\$7</u>		
Total		\$7	7
<u>COA</u> Other Charges	<u>\$2,850</u>		
Total		\$2,850	\$2,850
PERSONNEL CHARGES			
<u>LAA</u> Other Charges	<u>\$1,328,323</u>		
Total		\$1,328,323	\$1,328,323
Other Charges	<u>\$1,385,276</u>		
Total		\$1,385,276	1,385,276
<u>TRUST & AGENCY (FUND 917)</u>			
TOTAL CAPITAL PROJECT FUNDS:			\$9,478,119
Personnel Charges	\$18,970		
Other Charges	<u>1,763,132</u>		
Total		\$1,782,102	
TOTAL TRUST & AGENCY FUND:			<u>\$1,782,102</u>
GRAND TOTAL			<u>\$40,973,154</u>

Section 6: That the City Finance Director is hereby authorized to draw warrants for payments from any of the foregoing appropriations upon receiving proper certificates and vouchers therefore, approved by the Board of Officers authorized by law to approve same, or an ordinance or resolution of Council to make the expenditures; provided that no warrants shall be drawn or paid for salaries or wages except to persons employed by authority of and in accordance with law or ordinance. Provided further, that the appropriation for contingencies can be expended upon approval of a two-thirds vote of Council for items constituting a legal obligation against the City for purposes other than

Section 7: That it is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees on or after November 25, 1975, 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 8: 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 City and for further reason that funds cannot be properly disbursed in 2022 unless this Ordinance goes into immediate effect. Wherefore, this Ordinance shall take effect upon passage and approval.

Passed this _____ day of _____, 2022.

Ruth I. Gray, President of Council

Attest:

Approved:

Keith A. Benjamin, Clerk of Council

Georgine Welo, Mayor

Approved as to form:

Michael Lograsso, Director of Law



COME TOGETHER & THRIVE

Memorandum

To: City Council President Ruth Gray & Members of City Council

From: Keith Ari Benjamin, Director of Community Services

Re: Ordinances 03-22 & 04-22

Date: March 14, 2022

As discussed in detail at the March 8, 2022 Committee of the Whole Budget Hearing, attached are the two note ordinances related to the resurfacing and reconstruction of roadways and parks in the City of South Euclid.

Ordinance 03-22 is the issuance of the existing short-term note issued in 2021 to pay for major road improvement projects. The current note is set to mature on March 31, 2022 and a new note is required to be issued prior to the current note's maturity date.

Ordinance 04-22 is the issuance of a new short-term note to provide for the planned major road and infrastructure improvements discussed in Budget Hearings including: South Green Road Phase II, Cedar Road, South Belvoir Blvd., and city parks improvements.

Attached is the schedule for the sale of notes from 5/3rd Securities. As discussed, to allow our bond counsel and financial advisor sufficient time to sell and execute the new notes prior to March 31, 2022, we are respectfully requesting that the ordinances be considered for approval at the March 14, 2022 Meeting of City Council.

Please do not hesitate to contact me over the weekend if you have any remaining questions or need additional information.

Thank you.

1349 South Green Road • South Euclid, Ohio 44121-3985 • 216.381.0400 • Fax 216.291.4959

Web: www.cityofsoutheuclid.com • Facebook: www.facebook.com/southeuclid

• Twitter: www.twitter.com/southeuclidLIVE



City of South Euclid, Ohio
 \$3,738,000* Various Purpose Notes, Series 2022
 Limited Tax, General Obligation, Bank Qualified

Dated Date: 3/30/2022

Maturity Date: 3/30/2023

Schedule of Events

March						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

April						
S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

May						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

<u>Date</u>	<u>Event</u>
3/3/22	Request OMAC Report
3/10/22	Begin Pre-Marketing of Notes to Investment Community
3/14/22	Council Approves Authorizing Legislation
3/15/22	Pre-Pricing Call with 5/3
3/16/22	Pricing of Series 2022 Notes; Deliver Pricing Information to Bond Counsel
3/17 - 3/28	Prepare Closing Documents and Certificates
3/29/22	Pre-Close Note Issue
3/30/22	Close Series 2022 Notes; Wire Transfer Funds to City
3/31/22	Retire Maturing Series 2021 Notes



City of South Euclid, Ohio
\$3,738,000* Various Purpose Notes, Series 2022
Limited Tax, General Obligation, Bank Qualified

Dated Date: 3/30/2022

Maturity Date: 3/30/2023

DISTRIBUTION LIST

CONTACTS	PHONE	EMAIL ADDRESS
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ISSUER

City of South Euclid
1349 South Green Road
South Euclid, OH 44121

Georgine Welo, Mayor	(216) 381-0400	gwelo@seuclid.com
Brenda D. Wendt, Director of Finance	(216) 381-0400	bwendt@seuclid.com
Michael P. Lograsso, Law Director	(216) 381-0400	mlograsso@seuclid.com
Keith A. Benjamin, Director of Community Services	(216) 381-0400	kbenjamin@seuclid.com

BOND COUNSEL

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Blake Beachler	(216) 622-8307	bbeachler@calfee.com
Virginia D. Benjamin	(216) 622-8367	vbenjamin@calfee.com

UNDERWRITER

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Cleveland, OH 44114

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PAYING AGENT

Huntington National Bank
525 Vine Street, 14th Floor, CN01
Cincinnati, OH 45202

Rachel S Nathe	(513) 639-8349	rachel.s.nathe@huntington.com
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AN ORDINANCE

AN ORDINANCE TO PROVIDE FOR THE ISSUANCE AND SALE OF NOTES, IN ANTICIPATION OF THE ISSUANCE OF BONDS, IN THE PRINCIPAL AMOUNT NOT TO EXCEED \$1,638,000 FOR THE PURPOSE OF RETIRING OUTSTANDING BOND ANTICIPATION NOTES OF THE CITY ISSUED TO PAY FOR ALL OR A PORTION OF THE COSTS OF CONSTRUCTING, RECONSTRUCTING, RESURFACING AND OTHERWISE IMPROVING VARIOUS STREETS IN THE CITY, TOGETHER WITH ALL NECESSARY APPURTENANCES, AND DECLARING AN EMERGENCY.

WHEREAS, on March 31, 2021, the City of South Euclid, Ohio (the "City") issued its \$1,638,000 Street Improvement General Obligation Bond Anticipation Notes, Series 2021 (the "Series 2021 Notes") to (a) pay costs of street and related bridge improvements as part of the South Green Multi-Modal Project, including the replacement of the bridge on South Green Road, the resurfacing of South Green Road from Mayfield Road to Monticello Boulevard, the construction of a new sidewalk, and improvements to pedestrian crosswalks, traffic signalization, bicycle lanes, and public transportation systems, together with all necessary appurtenances, (b) pay costs of street improvements along Mayfield Road, including reconstructing and repairing concrete joints along Mayfield Road, (c) pay preliminary engineering expenses for Green Road Phase II street improvements from Mayfield Road to Cedar Road, (d) pay costs of resurfacing Cedar Road from South Green Road to Washington Boulevard, together with all necessary (collectively, the "Street Improvement Project"), and (e) pay costs of issuance of the Series 2021 Notes; and

WHEREAS, the Series 2021 Notes mature on March 31, 2022; and

WHEREAS, this Council finds and determines that the City should retire the Series 2021 Notes with the proceeds of the notes described in Section 3, together with other money of the City; and

WHEREAS, the Director of Finance, as fiscal officer for the City, has certified to this Council that the estimated life or period of usefulness of the Street Improvement Project is at least five years and has further certified as to the maximum maturity of the bonds in anticipation of which the captioned notes will be issued.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of South Euclid, that:

Section 1. It is declared necessary to issue bonds (the "Bonds") of the City in a principal amount not to exceed \$1,638,000 to pay (a) costs of Street Improvement Project, and (b) costs of issuance of the Bonds.

Section 2. The Bonds shall be dated approximately March 1, 2023, shall bear interest at the estimated average rate of 5% per year, payable semi-annually until the principal sum is paid, and shall mature in 20 annual installments after their issuance. The first interest payment and the first principal payment on the Bonds are estimated to be December 1, 2023.

Section 3. It is determined that notes (the "Notes") in a principal amount not to exceed \$1,638,000 shall be issued in anticipation of the issuance of the Bonds for the purpose of retiring the Series 2021 Notes and paying costs of issuance of the Notes. The Notes shall be sold to the Original Purchaser (as defined below) and shall bear interest at the rate fixed by the Director of Finance in the certificate awarding the Notes (the "Certificate of Award"), provided that such rate shall not exceed 4% per annum, payable at maturity. The Notes shall be dated their date of issuance and shall mature on a date that is between six months and one year, inclusive, from the date of issuance, as determined by the Director of Finance in the Certificate of Award. The Notes shall not be subject to redemption by the City at any time prior to maturity, unless the Original Purchaser requests that the Notes provide for such redemption, in which case provision shall be made for calling the Notes for redemption upon 10 days written notice to the Paying Agent (as defined below) for the Notes or to the Original Purchaser if the Director of Finance is the Paying Agent. In addition, the Notes shall be issued in denominations of \$100,000 or any whole multiple of \$1,000 in excess of \$100,000, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Notes shall be payable as to both principal and interest at the

office of the Director of Finance, or at a bank or trust company designated by the Director of Finance (the "Paying Agent"), without deduction for exchange, collection or service charge; and shall be payable in lawful money of the United States of America. To the extent that at the maturity of the Notes funds of the City, whether from the levy of taxes or otherwise, are not available in an amount sufficient to retire the Notes, the Council of the City shall pass legislation authorizing the issuance of notes or bonds, the proceeds of which shall be used to retire the Notes.

Section 4. Unless otherwise designated in the Certificate of Award, the Notes shall be designated "Street Improvement General Obligation Bond Anticipation Notes, Series 2022." In accordance with Section 133.30(B) of the Ohio Revised Code, the Director of Finance may combine the Notes with other notes into a single consolidated issue of notes for purposes of their sale as a single issue, and may designate that consolidated issue of notes in the Certificate of Award. The Notes must contain a summary statement of purposes encompassing the purpose for which the Notes and any other notes are issued, will be issued in the numbers and denominations requested by the Original Purchaser, subject to the provisions of Section 3 of this Ordinance and must be executed by the Mayor and the Director of Finance of the City, provided that one or both such signatures may be a facsimile signature. In the absence of the Mayor, the Notes shall be executed by the President of Council, and in the absence of the Director of Finance, the Notes shall be executed by any assistant Director of Finance.

The Notes, pursuant to the terms set forth below, may also be issued to a Depository (as defined below) for use in a book-entry system (as 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 authentication, immobilization, and transfer of the Notes, 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 Notes shall be issued in the form of one note in the name of the Depository or its nominee, as owner, and immobilized in the custody of the Depository; (ii) the beneficial owners in book-entry form shall have no right to receive Notes 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 (as 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 Notes 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 the Council of the City.

If any Depository determines not to continue to act as a Depository for the Notes 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 the Director of Finance deems necessary, shall permit withdrawal of the Notes from the Depository, and authenticate and deliver note 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.

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 notes are issued only to a Depository or its nominee as owner, with the notes "immobilized" in 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 notes, 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 Notes shall be sold at a private sale to Fifth Third Securities, Inc., as the original purchaser (the "Original Purchaser"), and awarded by the Director of Finance at a purchase price not less than 97% of their principal amount, at an interest rate not exceeding that specified in Section 3 of this Ordinance and which purchase price and interest rate the Director of Finance determines is in accordance with the best interests of the City. If requested by the Original Purchaser, the sale may be further evidenced by the execution of a note purchase agreement (the "Note Purchase Agreement"), setting forth the conditions under which the Notes are to be sold and delivered to the Original Purchaser, which Note Purchase Agreement shall be in the form, not inconsistent with the terms of this Ordinance, as the Director of Finance may determine. The Director of Finance shall execute the Certificate of Award in the name and on behalf of the City, shall cause the Notes to be prepared, and shall have the Notes signed and delivered, together with a true transcript of proceedings with respect to the issuance of the Notes, to the Original Purchaser upon the payment of the purchase price of the Notes. In the absence of the Director of Finance, the Certificate of Award and any Note Purchase Agreement may be signed by the Assistant Director of Finance. The services of Calfee, Halter & Griswold LLP, Bond Attorneys, Cleveland, Ohio, as Bond Counsel for the Notes are retained.

The Mayor, the Director of Finance, the Law Director and the Clerk of Council of the City, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents, agreements, representations or instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance. The proceeds from the sale of the Notes shall be paid into the proper fund and used for the purpose for which the Notes are being issued under the provisions of this Ordinance and to pay those costs set forth in Section 133.15(B) of the Ohio Revised Code, 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 Notes are paid. Any premium or accrued interest received by the City shall be transferred to the Bond Retirement Fund to be applied to the payment of the principal of and interest on the Notes in the manner provided by law.

If, in the judgment of the Director of Finance, a preliminary official statement of the City relating to the original issuance of the Notes is in the best interest of the City, such preliminary official statement is authorized to be prepared and distributed. The Mayor and the Director of Finance, and either one of them, are authorized and directed to complete and sign, on behalf of the City and in their official capacities, an official statement, with such modifications, changes and supplements from the preliminary official statement as those officers or any one of them shall approve or authorize. Those officers are authorized, on behalf of the City and in their official capacities, to (i) determine, and to certify or otherwise represent, when the official statement is "deemed final" (except for permitted omissions) by the City as of its date or is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4), (ii) use and distribute, or authorize the use and distribution of, those official statements and any supplements thereto in connection with the original issuance of the Notes, and (iii) complete and sign those official statements as so approved together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of those official statements.

If, in the judgment of the Director of Finance, the filing of an application for a rating on the Notes by one or more nationally-recognized rating agencies is in the best interest of and financially advantageous to the City, the Director of Finance is authorized to prepare and submit those applications, to provide to each such agency such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating from the proceeds of the Notes to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

Section 6. The City covenants that it will restrict the use of the proceeds of the Notes in such manner and to such extent, if any, as may be necessary so that the Notes 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 Notes shall give an appropriate certificate of the City, for inclusion in the transcript of proceedings for the Notes, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Notes, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of interest on the Notes.

The City covenants that (a) it will take or cause to be taken such actions which may be required of it for the interest on the Notes to be and remain excluded from gross income for federal

income tax purposes, and (b) it will not take or permit to be taken any actions which 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 Notes 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 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 of the City are authorized and directed to take any and all actions, make calculations and rebate payments, and take or give reports and certifications as may be appropriate to assure such exclusion of that interest.

Section 7. The City represents that all conditions are met for treating the Notes as “qualified tax-exempt obligations” and that the Notes are not to be taken into account under subparagraph (D) of Section 265(b)(3) of the Code, without necessity for further designation, by reason of subparagraph (D)(ii) of Section 265(b)(3) of the Code and to the extent any portion of the notes is not so deemed designated, the Director of Finance may so designate such portion in the Certificate of Award. Further, the City represents and covenants that, during any time or in any manner as might affect the status of the Notes 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 City further represents that the Notes 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.

Section 8. If requested by the Original Purchaser, the Director of Finance is directed to execute a continuing disclosure certificate (the “Disclosure Certificate”) dated the date of delivery of the Notes and delivered to the Original Purchaser for the benefit of the holders of the Notes (the “Holders”) and to assist the Original Purchaser in complying with SEC Rule 15c2-12(b)(5), which Disclosure Certificate shall set forth the City’s undertaking to provide annual reports and notices of certain events as may be required. The City covenants and agrees that it will comply with and carry out all of the provisions of the Disclosure Certificate. Failure of the City to comply with the Disclosure Certificate shall not be considered an event of default; however, any Holder may take such actions as may be necessary and appropriate to cause the City to comply with its obligations under this Section, if a Disclosure Certificate is required.

Section 9. The Notes shall be full general obligations of the City and the full faith and credit of the City are pledged for the prompt payment of the same. The par value to be received from the sale of the bonds anticipated by the Notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used only for the retirement of the Notes at maturity together with the interest on the Notes, and is pledged for such purpose.

Section 10. During the years that the Notes are outstanding, there shall be levied on all the taxable property in the City, in addition to all other taxes, a direct tax annually at the rate not less than that which would have been levied if bonds had been issued without the prior issuance of the Notes. The tax shall be within the ten-mill limitation imposed by Ohio law, 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, extended and collected. In addition, this tax shall be placed before and in preference to all items and for the full amount thereof. The funds derived from the tax levies required by this Ordinance shall be placed in a separate and distinct fund which, together with the interest collected on the same, shall be irrevocably pledged for the payment of the principal of and interest on the Notes or the bonds in anticipation of which they are issued, 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 Notes and 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 the revenues so available and appropriated.

Section 11. While the Notes 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 Notes 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 Notes. The City covenants to deposit into the Bond Retirement Fund, from available funds appropriated for the purpose, an amount necessary to meet any shortfall that may exist between the amount then available in the Bond Retirement Fund and the amount of principal and interest due at maturity of the Notes.

Section 12. It is determined and recited that all acts, conditions and things necessary to be done precedent to and in the issuing of the Notes in order to make them legal, valid and binding obligations of the City, will have been done and performed in regular and due form as required by law; and that no limitation of indebtedness or taxation, either statutory or constitutional, will have been exceeded in the issuance of the Notes.

Section 13. The Clerk of Council is directed to forward or cause to be forwarded a certified copy of this Ordinance to the County Fiscal Officer of Cuyahoga County and to secure a receipt for the delivery of this Ordinance.

Section 14. The Mayor, Director of Finance, Law Director and the Clerk of Council, 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 Notes as provided in this Ordinance.

Section 15. It is found and determined 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, and that all such 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 the City's Charter, codified ordinances and applicable provisions of Section 121.22 of the Ohio Revised Code.

Section 16. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health or safety and welfare of the City, and for further reason that the immediate issuance and sale of the Notes is necessary to provide funds to retire the Series 2021 Notes at maturity and thereby preserve the credit of the City, and provided it receives the affirmative vote of three-fourths of all members of Council, this Ordinance shall take effect and be in force immediately upon its passage by the Council and approval by the Mayor; otherwise, it shall take effect and be in force after the earliest period allowed by law.

Passed this _____ day of _____, 2022.

By: _____
Ruth I. Gray, President of Council

Attest:

Approved:

Keith A. Benjamin, Clerk of Council

Georgine Welo, Mayor

Approved as to form:

Michael P. Lograsso, Director of Law

AN ORDINANCE

AN ORDINANCE TO PROVIDE FOR THE ISSUANCE OF NOTES, IN ANTICIPATION OF THE ISSUANCE OF BONDS, IN THE PRINCIPAL AMOUNT NOT TO EXCEED \$2,100,000 TO PAY FOR ALL OR A PORTION OF THE COSTS OF RESURFACING, CONSTRUCTING AND OTHERWISE IMPROVING VARIOUS STREETS, PARKS AND PARKING LOTS IN THE CITY, TOGETHER WITH ALL NECESSARY APPURTENANCES, AND DECLARING AN EMERGENCY.

WHEREAS, the Director of Finance, as fiscal officer for the City of South Euclid, Ohio (the "City"), has certified to this Council of the City (the "Council") that the estimated life or period of usefulness of the improvements for the purpose described below is at least five years and has further certified as to the maximum maturity of the bonds in anticipation of which the captioned notes will be issued.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of South Euclid, that:

Section 1. It is declared necessary to issue bonds (the "Bonds") of the City in a principal amount not to exceed \$2,100,000 to pay (a) costs of resurfacing, constructing and otherwise improving the following streets, parks and parking lots in the City, as applicable, together with all necessary appurtenances: (i) South Green Road Phase II improvements from South Green Road to Washington Boulevard, (ii) South Belvoir Boulevard from Monticello Boulevard to Mayfield Road, (iii) Cedar Road from South Green Road to Warrensville Center Road, (iv) various parks and parking lots throughout City parks, including Quarry, Bexley, and Victory Parks, and (v) West Anderson Road (collectively, the "Street Improvement Projects"), and (b) costs associated with the issuance of the Bonds.

Section 2. The Bonds shall be dated approximately March 1, 2023, shall bear interest at the estimated average rate of 5% per year, payable semi-annually until the principal sum is paid, and shall mature in 15 annual installments after their issuance. The first interest payment and the first principal payment on the Bonds are estimated to be December 1, 2023.

Section 3. It is determined that notes (the "Notes") in a principal amount not to exceed \$2,100,000 shall be issued in anticipation of the issuance of the Bonds to pay costs of the Street Improvement Projects. The Notes shall be sold to the Original Purchaser (as defined below) and shall bear interest at the rate fixed by the Director of Finance in the certificate awarding the Notes (the "Certificate of Award"), provided that such rate shall not exceed 4% per year, payable at maturity. The Notes shall be dated their date of issuance and shall mature on a date that is between six months and one year, inclusive, from the date of issuance, as determined by the Director of Finance in the Certificate of Award. The Notes shall not be subject to redemption by the City at any time prior to maturity, unless the Original Purchaser requests that the Notes provide for such redemption, in which case provision shall be made for calling the Notes for redemption upon 10 days written notice to the Paying Agent (as defined below) for the Notes or to the Original Purchaser if the Director of Finance is the Paying Agent. In addition, the Notes shall be issued in denominations of \$100,000 or any whole multiple of \$1,000 in excess of \$100,000, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Notes shall be payable as to both principal and interest at the office of the Director of Finance, or at a bank or trust company designated by the Director of Finance (the "Paying Agent"), without deduction for exchange, collection or service charge; and shall be payable in lawful money of the United States of America. To the extent that at the maturity of the Notes funds of the City, whether from the levy of taxes or otherwise, are not available in an amount sufficient to retire the Notes, the Council of the City shall pass legislation authorizing the issuance of notes or bonds, the proceeds of which shall be used to retire the Notes.

Section 4. The Notes shall be designated "Street Resurfacing General Obligation Bond Anticipation Notes, Series 2022." In accordance with Section 133.30(B) of the Ohio Revised Code, the Director of Finance may combine the Notes with other notes into a single consolidated issue of notes for purposes of their sale as a single issue, and may designate that consolidated issue of notes in the Certificate of Award. The Notes must contain a summary statement of purposes encompassing the purpose for which the Notes and any other notes are issued, will be issued in the

numbers and denominations requested by the Original Purchaser, subject to the provisions of Section 3 of this Ordinance and must be executed by the Mayor and the Director of Finance of the City, provided that one or both such signatures may be a facsimile signature. In the absence of the Mayor, the Notes shall be executed by the President of Council, and in the absence of the Director of Finance, the Notes shall be executed by any assistant Director of Finance.

The Notes, pursuant to the terms set forth below, may also be issued to a Depository (as defined below) for use in a book-entry system (as 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 authentication, immobilization, and transfer of the Notes, 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 Notes shall be issued in the form of one note in the name of the Depository or its nominee, as owner, and immobilized in the custody of the Depository; (ii) the beneficial owners in book-entry form shall have no right to receive Notes 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 (as 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 Notes 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 the Council of the City.

If any Depository determines not to continue to act as a Depository for the Notes 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 the Director of Finance deems necessary, shall permit withdrawal of the Notes from the Depository, and authenticate and deliver note 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.

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 notes are issued only to a Depository or its nominee as owner, with the notes “immobilized” in 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 notes, 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 Notes shall be sold at a private sale to Fifth Third Securities, Inc., as the original purchaser (the “Original Purchaser”), and awarded by the Director of Finance at a purchase price not less than 97% of their principal amount, at an interest rate not exceeding that specified in Section 3 of this Ordinance and which purchase price and interest rate the Director of Finance determines is in accordance with the best interests of the City. If requested by the Original Purchaser, the sale may be further evidenced by the execution of a note purchase agreement (the “Note Purchase Agreement”), setting forth the conditions under which the Notes are to be sold and delivered to the Original Purchaser, which Note Purchase Agreement shall be in the form, not inconsistent with the terms of this Ordinance, as the Director of Finance may determine. The Director of Finance shall execute the Certificate of Award in the name and on behalf of the City, shall cause the Notes to be prepared, and shall have the Notes signed and delivered, together with a true transcript of proceedings with respect to the issuance of the Notes, to the Original Purchaser upon the payment of the purchase price of the Notes. In the absence of the Director of Finance,

the Certificate of Award and any Note Purchase Agreement may be signed by the Assistant Director of Finance. The services of Calfee, Halter & Griswold LLP, Bond Attorneys, Cleveland, Ohio, as Bond Counsel for the Notes are retained.

The Mayor, the Director of Finance, the Law Director and the Clerk of Council of the City, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents, agreements, representations or instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance. The proceeds from the sale of the Notes shall be paid into the proper fund and used for the purpose for which the Notes are being issued under the provisions of this Ordinance and to pay those costs set forth in Section 133.15(B) of the Ohio Revised Code, 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 Notes are paid. Any premium or accrued interest received by the City shall be transferred to the Bond Retirement Fund to be applied to the payment of the principal of and interest on the Notes in the manner provided by law.

If, in the judgment of the Director of Finance, a preliminary official statement of the City relating to the original issuance of the Notes is in the best interest of the City, such preliminary official statement is authorized to be prepared and distributed. The Mayor and the Director of Finance, and either one of them, are authorized and directed to complete and sign, on behalf of the City and in their official capacities, an official statement, with such modifications, changes and supplements from the preliminary official statement as those officers or any one of them shall approve or authorize. Those officers are authorized, on behalf of the City and in their official capacities, to (i) determine, and to certify or otherwise represent, when the official statement is "deemed final" (except for permitted omissions) by the City as of its date or is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4), (ii) use and distribute, or authorize the use and distribution of, those official statements and any supplements thereto in connection with the original issuance of the Notes, and (iii) complete and sign those official statements as so approved together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of those official statements.

If, in the judgment of the Director of Finance, the filing of an application for a rating on the Notes by one or more nationally-recognized rating agencies is in the best interest of and financially advantageous to the City, the Director of Finance is authorized to prepare and submit those applications, to provide to each such agency such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating from the proceeds of the Notes to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

Section 6. The City covenants that it will restrict the use of the proceeds of the Notes in such manner and to such extent, if any, as may be necessary so that the Notes 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 Notes shall give an appropriate certificate of the City, for inclusion in the transcript of proceedings for the Notes, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Notes, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of interest on the Notes.

The City covenants that (a) it will take or cause to be taken such actions which may be required of it for the interest on the Notes to be and remain excluded from gross income for federal income tax purposes, and (b) it will not take or permit to be taken any actions which 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 Notes 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 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 of the City are authorized and directed to take any and all actions, make calculations and rebate payments, and take or give reports and certifications as may be appropriate to assure such exclusion of that interest.

Section 7. The Notes are designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code. 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 Notes are issued, (a) will not designate as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code tax-exempt obligations, including the Notes, in an aggregate principal amount in excess of \$10,000,000 and (b) will not issue tax-exempt obligations within the meaning of Section 265(b)(4) of the Code, including the Notes (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 Notes to cease to be "qualified tax-exempt obligations."

Section 8. If requested by the Original Purchaser, the Director of Finance is and directed to execute a continuing disclosure certificate (the "Disclosure Certificate") dated the date of delivery of the Notes and delivered to the Original Purchaser for the benefit of the holders of the Notes (the "Holders") and to assist the Original Purchaser in complying with SEC Rule 15c2-12(b)(5), which Disclosure Certificate shall set forth the City's undertaking to provide annual reports and notices of certain events as may be required. The City covenants and agrees that it will comply with and carry out all of the provisions of the Disclosure Certificate. Failure of the City to comply with the Disclosure Certificate shall not be considered an event of default; however, any Holder may take such actions as may be necessary and appropriate to cause the City to comply with its obligations under this Section, if a Disclosure Certificate is required.

Section 9. The Notes shall be full general obligations of the City and the full faith and credit of the City are pledged for the prompt payment of the same. The par value to be received from the sale of the bonds anticipated by the Notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used only for the retirement of the Notes at maturity together with the interest on the Notes, and is pledged for such purpose.

Section 10. During the years that the Notes are outstanding, there shall be levied on all the taxable property in the City, in addition to all other taxes, a direct tax annually at the rate not less than that which would have been levied if bonds had been issued without the prior issuance of the Notes. The tax shall be within the ten-mill limitation imposed by Ohio law, 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, extended and collected. In addition, this tax shall be placed before and in preference to all items and for the full amount thereof. The funds derived from the tax levies required by this Ordinance shall be placed in a separate and distinct fund which, together with the interest collected on the same, shall be irrevocably pledged for the payment of the principal of and interest on the Notes or the bonds in anticipation of which they are issued, 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 Notes and 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 the revenues so available and appropriated.

Section 11. While the Notes 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 Notes 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 Notes. The City covenants to deposit into the Bond Retirement Fund, from available funds appropriated for the purpose, an amount necessary to meet any shortfall that may exist between the amount then available in the Bond Retirement Fund and the amount of principal and interest due at maturity of the Notes.

Section 12. It is determined and recited that all acts, conditions and things necessary to be done precedent to and in the issuing of the Notes in order to make them legal, valid and binding obligations of the City, will have been done and performed in regular and due form as required by law; and that no limitation of indebtedness or taxation, either statutory or constitutional, will have been exceeded in the issuance of the Notes.

Section 13. The Clerk of Council is directed to forward or cause to be forwarded a certified copy of this Ordinance to the County Fiscal Officer of Cuyahoga County and to secure a receipt for the delivery of this Ordinance.

Section 14. The Mayor, Director of Finance, Law Director and the Clerk of Council, 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 Notes as provided in this Ordinance.

Section 15. It is found and determined 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, and that all such 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 the City's Charter, codified ordinances and applicable provisions of Section 121.22 of the Ohio Revised Code.

Section 16. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health or safety and welfare of the City, and for further reason that the immediate issuance and sale of the Notes is necessary to provide funds to commence the Street Improvement Projects, which will improve the safety of vehicular and pedestrian travel in the City, and provided it receives the affirmative vote of three-fourths of all members of Council, this Ordinance shall take effect and be in force immediately upon its passage by the Council and approval by the Mayor; otherwise, it shall take effect and be in force after the earliest period allowed by law.

Passed this _____ day of _____, 2022.

By: _____
Ruth I. Gray, President of Council

Attest:

Approved:

Keith A. Benjamin, Clerk of Council

Georgine Welo, Mayor

Approved as to form:

Michael P. Lograsso, Director of Law