

**ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE**

4300

**AN ORDINANCE
AUTHORIZING THE ISSUANCE OF BONDS IN A
MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF
\$925,000 FOR THE PURPOSE OF REFUNDING THE
VILLAGE'S OUTSTANDING GENERAL OBLIGATION
BONDS ISSUED IN 2018; AND DECLARING AN
EMERGENCY.**

**BE IT ORDAINED BY THE COUNCIL OF THE VILLAGE OF CHAGRIN
FALLS, STATE OF OHIO:**

SECTION 1. Findings and Determinations. This Council finds and determines the following matters (capitalized terms are defined in Section 13):

- (a) The Village has previously issued the Outstanding Bonds to finance the costs of the Project.
- (b) It is now necessary and in the best interest of the Village to issue the Series 2021 Bonds for the purpose of (1) refunding of the outstanding maturities of the Outstanding Bonds, and (2) paying Financing Costs of the Series 2021 Bonds.
- (c) No statutory or constitutional limitation of indebtedness or taxation will be exceeded by the issuance of the Series 2021 Bonds.
- (d) The Director of Finance has certified to this Council the maximum maturity of the Outstanding Bonds.
- (e) All acts and conditions necessary to be performed by the Village or to have been met for the issuance of the Series 2021 Bonds in order to make them legal, valid, and binding general obligations of the Village, have been performed and met, or will have been performed and met at the time of delivery of the Series 2021 Bonds, as required by law.
- (f) The actions of this Council concerning and relating to the passage of this Ordinance were adopted in lawful meetings of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in compliance with all legal requirements, including Chapter 114 of the Codified Ordinances of the Village.

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

SECTION 2. Terms of the Series 2021 Bonds. The Series 2021 Bonds will have the following terms:

- (a) Amount. The Series 2021 Bonds will be issued in the maximum Original Principal Amount of \$925,000, or any lesser principal amount as determined by the Director of Finance in the Certificate of Award.
- (b) Date. The Series 2021 Bonds will be dated the Closing Date, or any other date, not more than 31 days before the Closing Date, as determined by the Director of Finance in the Certificate of Award.
- (c) Principal Payment Schedule. The Series 2021 Bonds will mature or be payable by Mandatory Sinking Fund Redemption in the amounts and on the Principal Payment Dates as determined by the Director of Finance in the Certificate of Award.
- (d) Redemption Before Stated Maturity. The Series 2021 Bonds will be subject to redemption before their stated maturity as described in this Section 2(d), unless otherwise determined by the Director of Finance in the Certificate of Award.
 - (1) Mandatory Sinking Fund Redemption. If any of the Series 2021 Bonds are issued as Term Bonds, the Term Bonds will be subject to Mandatory Sinking Fund Redemption, in part, on the Mandatory Redemption Dates, at a redemption price of 100% of the principal amount being redeemed, plus interest accrued to the redemption date. The principal amounts to be paid by Mandatory Sinking Fund Redemption will be those in the principal payment schedule determined by the Director of Finance in accordance with Section 2(c) above.

The Village will be entitled to a credit against its obligation to pay Debt Service by Mandatory Sinking Fund Redemption on any future Mandatory Redemption Date for Term Bonds that have previously been redeemed other than by Mandatory Sinking Fund Redemption.

- (2) Optional Redemption. Unless otherwise determined by the Director of Finance in the Certificate of Award, the Series 2021 Bonds maturing on or after December 1, 2027 will be subject to redemption, at the option of the Village, on or after December 1, 2026, in whole or in part on any date, in whole multiples of \$1,000, at the redemption price of 100% of the principal amount being redeemed, plus interest accrued to the redemption date.

The Director of Finance may determine to change the optional redemption provisions relating to the Series 2021 Bonds set forth above by (A) changing the earliest optional redemption date, which may be any date before the final maturity of the Series 2021 Bonds, (B) making the Series 2021 Bonds not subject to optional redemption, and (C) changing the redemption prices for

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

the Series 2021 Bonds, which may not exceed 110% in any year in which the Series 2021 Bonds are subject to optional redemption. The Director of Finance must set forth any change to the optional redemption provisions in the Certificate of Award.

- (3) Terms of Redemption. Redemption before maturity must be made by deposit with the Registrar of the principal amount of the Series 2021 Bonds to be redeemed, together with interest accrued on those Series 2021 Bonds to the redemption date. The Village must exercise its optional redemption rights by mailing a notice of optional redemption, providing for the date of optional redemption and the name and address of the Registrar, by certified or registered mail to the Holders of the Series 2021 Bonds to be redeemed, as shown on the Register at the close of business on the day before the mailing of the notice. The notice must be mailed at least 30 days before the optional redemption date, unless that notice is waived by the Holders of the Series 2021 Bonds. If money for the optional redemption are on deposit with the Registrar on the optional redemption date following the giving of the notice of redemption (unless the notice requirement is waived), interest on the principal amount of the amount optionally redeemed will cease to accrue on the optional redemption date and, upon the request of the Director of Finance, the Holder of the Series 2021 Bonds being redeemed must arrange for the delivery of the Series 2021 Bonds to the Registrar for redemption, surrender, and cancellation.

- (e) Interest Rates. The Series 2021 Bonds will bear interest at the rate or rates determined in the Certificate of Award. The weighted average of the rates of interest on the Series 2021 Bonds, determined by taking into account the principal amounts of the Series 2021 Bonds and the terms to maturity or Mandatory Redemption Dates of those principal amounts, may not exceed 6% per annum. Interest will be calculated on a 360-day year of twelve, 30-day months, unless otherwise determined by the Director of Finance in the Certificate of Award.

The Series 2021 Bonds will 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. Interest on the Series 2021 Bonds will be payable on the Interest Payment Dates until the principal amount has been paid or provided for. The Director of Finance must designate the first Interest Payment Date in the Certificate of Award, as determined by the Director of Finance.

- (f) Form, Numbering, and Denominations. The Series 2021 Bonds must be issued in fully registered form. They must be issued in Authorized Denominations and in such numbers as requested by the Original Purchaser and approved by the Director of Finance. They must be numbered as determined by the Registrar. They must express on their faces the purpose for which they are issued and that they are issued in accordance with this Ordinance. If requested by the Original Purchaser, the Series

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

2021 Bonds may be issued as a single registered bond with multiple maturities of principal in Authorized Denominations set forth in a payment schedule in the Series 2021 Bond certificate. The Series 2021 Bonds will be designated “General Obligation Water Meter System Refunding Bonds, Series 2021,” unless otherwise designated in the Certificate of Award.

SECTION 3. Payment. The Debt Service on the Series 2021 Bonds will be payable in lawful money of the United States of America without deduction for the services of the Registrar as paying agent. Principal and any premium on the Series 2021 Bonds will be payable when due upon presentation and surrender of the Series 2021 Bonds at the office of the Registrar. Interest on the Series 2021 Bonds will be paid on each Interest Payment Date by check or draft mailed on the Interest Payment Date to the Holder as shown on the Register at the close of business on the 15th day of the month preceding the Interest Payment Date. Notwithstanding the foregoing, so long as the Original Purchaser is the Holder of the Series 2021 Bonds, (a) the principal installments on the Series 2021 Bonds will be paid on each Principal Payment Date and any redemption date to the registered owner, without presentation or surrender of the Series 2021 Bond certificates, to an account in the United States as the Holder directs in writing to the Registrar, provided that the Holder must present and surrender its Series 2021 Bond certificates at the office of the Registrar during the payment or redemption of the final principal installment of the Series 2021 Bonds, and (b) interest on the Series 2021 Bonds will be paid on each Interest Payment Date to the Holder to an account in the United States as the Holder directs in writing to the Registrar. All such payments will be valid and effectual to satisfy and discharge the Village’s liability upon that Series 2021 Bond to the extent of the amount or amounts so paid.

SECTION 4. Signing and Authentication of Series 2021 Bonds.

- (a) Signing. The Series 2021 Bonds must be signed on behalf of the Village by the Mayor and the Director of Finance. In the absence of the Mayor, the Series 2021 Bonds must be signed by the President of Council. Both signatures on the Series 2021 Bonds may be facsimiles.
- (b) Authentication. No Series 2021 Bond will be valid or obligatory for any purpose or will be entitled to any security or benefit under the Bond Proceedings unless and until the certificate of authentication printed on the Series 2021 Bond certificate is signed by the Registrar as authenticating agent. Authentication by the Registrar will be conclusive evidence that the Series 2021 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 may be signed by any authorized officer or employee of the Registrar or by any other person acting as an agent of the Registrar and approved by the Director of Finance on behalf of the Village. The same person need not sign the certificate of authentication on all of the Series 2021 Bonds.

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

SECTION 5. Registration; Transfer and Exchange.

- (a) Registration. So long as any of the Series 2021 Bonds remain outstanding, the Village must cause the Registrar to maintain the Register. The person in whose name a Series 2021 Bond is registered on the Register will be regarded as the absolute owner of that Series 2021 Bond for all purposes of the Bond Proceedings. Neither the Village nor the Registrar will be affected by any notice to the contrary, but the registration may be changed as provided in this Section.
- (b) Transfer and Exchange. Any Series 2021 Bond may be exchanged for Series 2021 Bonds of any Authorized Denomination, upon presentation and surrender of that Series 2021 Bond at the office of the Registrar, together with a request for exchange or an assignment signed by the Holder or by a person legally empowered to do so on behalf of the Holder, in a form satisfactory to the Registrar. The Registrar must complete, authenticate, and deliver new Series 2021 Bonds, upon an exchange, to the Holder or its agent or, upon a transfer, to the new Holder of the transferred Series 2021 Bonds or its agent, in Authorized Denominations equal in the aggregate to the principal amount of the Series 2021 Bonds surrendered. Every exchange or transfer of the Series 2021 Bonds will be made without charge to the Holders, except that the Village and the Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required for the exchange or transfer.

If manual signatures on behalf of the Village are required, the Registrar will undertake the exchange or transfer of a Series 2021 Bond only after the new Series 2021 Bond is signed by the authorized officers of the Village. In all cases of Series 2021 Bonds exchanged or transferred, the Village will sign, and the Registrar will authenticate and deliver Series 2021 Bonds in accordance with the provisions of the Bond Proceedings. The exchange or transfer will be without charge to the Holder, except that the Village and the 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 Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer.

All Series 2021 Bonds issued and authenticated upon any exchange or transfer will be valid obligations of the Village, evidencing the same debt, and entitled to the same security and benefit under the Bond Proceedings as the Series 2021 Bonds surrendered upon that exchange or transfer.

SECTION 6. Sale of the Series 2021 Bonds.

- (a) Private Sale. This Council authorizes and directs the Director of Finance to sell the Series 2021 Bonds in a private sale to the Original Purchaser. The purchase price of the Series 2021 Bonds must not be less than 97% of the Original Principal Amount of the Series 2021 Bonds, plus any accrued interest on the Series 2021 Bonds from their date to the Closing Date. The Director of Finance may enter into a Purchase

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

Agreement with the Original Purchaser in that private sale, or may sell the Series 2021 Bonds without a Purchase Agreement.

- (b) Certificate of Award. The Director of Finance must deliver a Certificate of Award to the Original Purchaser in connection with the sale of the Series 2021 Bonds. The Director of Finance must state in the Certificate of Award: the principal amounts to be issued as Serial Bonds and Term Bonds; the interest rate or rates on the Series 2021 Bonds; the first Interest Payment Date; the purchase price for the Series 2021 Bonds; and any other terms required by this Ordinance. The Director of Finance may state in the Certificate of Award any changes in the date of the Series 2021 Bonds, any changes in the principal payment schedule, any changes in the redemption provisions, and any other terms authorized by this Ordinance.
- (c) Delivery. The Director of Finance must cause the Series 2021 Bonds to be prepared, signed, and delivered to the Original Purchaser. This Council authorizes and directs the Clerk of Council to deliver a true transcript of proceedings for the issuance of the Series 2021 Bonds to the Original Purchaser upon payment of the purchase price. This Council authorizes and directs the Director of Finance to provide to the Clerk of Council, for inclusion in the transcript, a statement of the indebtedness of the Village and the other information required by Section 133.33, Revised Code.

SECTION 7. Financing Costs. The Village retains the professional services and authorizes the payment of the Financing Costs for the Series 2021 Bonds, as provided in this Section 7.

- (a) Bond Counsel. The Village retains the legal services of Calfee, Halter & Griswold LLP, as bond counsel for the Series 2021 Bonds. The legal services will be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Series 2021 Bonds and rendering legal opinions upon the delivery of the Series 2021 Bonds. Bond Counsel will render those services to the Village in an attorney-client relationship. Bond Counsel will be paid just and reasonable compensation for those legal services and will be reimbursed for actual out-of-pocket expenses it incurs in rendering those legal services.
- (b) Original Purchaser. This Council authorizes and directs the Director of Finance to select the Original Purchaser, either as an underwriter or as a purchaser in a private sale. The Original Purchaser will be paid for services in accordance with any Purchase Agreement or, if there is no Purchase Agreement, in accordance with its proposal.
- (c) Financial Adviser. This Council retains the services of MAS Financial Advisory Services, LLC, as financial adviser for the Series 2021 Bonds. The Financial Adviser will be paid for those services in accordance with its letter of engagement. This Council authorizes the fees for the Financial Adviser's services to be included in the Financing Costs authorized under (g) below.

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

- (d) Verification Agent. This Council authorizes and directs the Director of Finance to select a Verification Agent unless the Director of Finance has determined that it is unnecessary that the Outstanding Bonds be no longer considered outstanding as provided in Section 133.34(D), Revised Code. The Verification Agent must be an independent public accounting firm. The Verification Agent must be paid for its services in accordance with its letter of engagement.
- (e) Escrow Agent. This Council authorizes and directs the Director of Finance to select an Escrow Agent for the Outstanding Bonds unless the Director of Finance determines to establish the Escrow Fund in the Bond Retirement Fund of the Village. The Escrow Agent must be a bank or trust company authorized to exercise corporate trust powers in Ohio. The Escrow Agent must be paid for its services in accordance with the Escrow Agreement or its letter of engagement.
- (f) Limits on Authority of Service Providers. In rendering the services described above, as independent contractors, those service providers must not exercise any administrative discretion on behalf of the Village in the formulation of public policy; expenditure of public funds; enforcement of laws, rules and regulations of the State of Ohio, the Village, or any other political subdivision; or the execution of public trusts.
- (g) Payment of Financing Costs. This Council authorizes and approves the expenditure of the amounts necessary to pay those Financing Costs specifically authorized above and all other necessary Financing Costs in connection with the issuance and sale of the Series 2021 Bonds. Those Financing Costs may be paid by the Original Purchaser in accordance with any Purchase Agreement. To the extent they are not paid by the Original Purchaser, this Council authorizes and directs the Director of Finance to provide for the payment of those Financing Costs from the proceeds of the Series 2021 Bonds to the extent available and, otherwise, from any other funds lawfully available and appropriated for the purpose.

SECTION 8. Use of Proceeds and Refunding. The proceeds from the sale of the Series 2021 Bonds must be deposited and used, and the Outstanding Bonds must be paid, as provided in this Section 8.

- (a) This Council appropriates those proceeds for the following purposes, and those proceeds must be used for those purposes.
 - (1) Any accrued interest or premium received on the sale of the Series 2021 Bonds must be deposited in the Bond Retirement Fund of the Village and used for the payment of interest on the Series 2021 Bonds on the first Interest Payment Date.
 - (2) An amount necessary to pay the Financing Costs of the Series 2021 Bonds, to the extent not paid by the Original Purchaser in accordance with the

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

Purchase Agreement and to the extent that the Director of Finance determines to pay those Financing Costs from the proceeds of the Series 2021 Bonds, must be deposited in a separate fund and used for the payment of those Financing Costs.

- (3) The remainder of the proceeds must be deposited into the Escrow Fund. If the Escrow Fund is held by the Escrow Agent under the Escrow Agreement, and if the proceeds of the Series 2021 Bonds in the Escrow Fund are not needed to pay the Debt Service on the Outstanding Bonds, either as determined in the Verification Report or upon payment and discharge of the Outstanding Bonds, those excess proceeds must be transferred to the Bond Retirement Fund.
- (b) This Council establishes the Escrow Fund, either as a separate account in the Bond Retirement Fund or as a separate fund in the custody of the Escrow Agent, as determined by the Director of Finance. The money in the Escrow Fund is pledged for the purpose of refunding the Outstanding Bonds.
- (1) The money in the Escrow Fund to be invested must be invested in direct obligations of or obligations guaranteed as to payment by the United States. Any money not so invested must remain uninvested.
 - (2) The investments in the Escrow Fund must mature or be subject to redemption by and at the option of the holder of those investments not later than the date or dates when the money, together with interest or other investment income accrued on that money, will be required for the payment of Debt Service on the Outstanding Bonds.
 - (3) If the Director of Finance has determined to appoint a Verification Agent to deliver a Verification Report under Section 7(d), that Verification Agent must deliver its Verification Report to the Escrow Agent and the Village on the Closing Date. The Verification Report must establish that the investments in the Escrow Fund, together with the interest or other investment income on those investments and any uninvested money in the Escrow Fund, will be sufficient, without further reinvestment, for the payment of principal of and interest on the Outstanding Bonds due and payable after the Closing Date for the Series 2021 Bonds and before the Redemption Dates, and the payment of the remaining principal, any premium, and all accrued interest on the Outstanding Bonds on the Redemption Dates. The Verification Report must also determine the yield on the investments in the Escrow Fund and the yield on the Series 2021 Bonds and the Outstanding Bonds.
 - (4) This Council authorizes and directs the Director of Finance to establish the Redemption Dates of the Outstanding Bonds, and to give any required

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

notices of redemption of the Outstanding Bonds. The Redemption Dates must be the earliest date on which the Outstanding Bonds are subject to redemption at par, or any earlier date that will achieve greater interest cost savings to the Village, or any later date that will achieve greater interest cost savings to the Village and that is permitted by the Code.

SECTION 9. Security and Source of Payment. The Series 2021 Bonds will be general obligations of the Village.

- (a) This Council pledges to the payment of Debt Service on the Series 2021 Bonds the full faith and credit of the Village including, without limitation:
 - (1) The general taxing power of the Village, including the power to levy taxes within the ten-mill limitation, as defined in Section 5705.02, Revised Code.
 - (2) The proceeds to be received from the sale of any bonds issued to refund the Series 2021 Bonds.
 - (3) Any money remaining from the sale of the Series 2021 Bonds after the payment of Financing Costs of the Series 2021 Bonds and not required to refund the Outstanding Bonds.
 - (4) Revenues from the Village's water system available for the payment of Debt Service on the Series 2021 Bonds.
- (b) During the years while the Series 2021 Bonds are outstanding, there will be levied on all the taxable property in the Village, in addition to all other taxes, a direct tax annually, subject to tax limitations, in an amount sufficient to pay Debt Service on the Series 2021 Bonds when due. The tax will not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax will be and is ordered to be computed, certified, levied, and extended upon the tax list 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 computed, certified, levied, extended, and collected. The tax will be placed before and in preference to all other items and for its full amount. The money derived from that tax levy must be placed in the Bond Retirement Fund of the Village and is irrevocably pledged for the payment of Debt Service on the Series 2021 Bonds, when and as that Debt Service falls due.
- (c) The tax provided in (b) above will be reduced in each year the Series 2021 Bonds are outstanding by the sum of the following items, if available to pay Debt Service on the Series 2021 Bonds and appropriated for that purpose:
 - (1) Any surplus in the Bond Retirement Fund.
 - (2) Any proceeds of bonds issued to refund the Series 2021 Bonds.

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

- (3) Revenues from the Village’s water system.
- (4) Any other money lawfully available to the Village.
- (d) This Council covenants to appropriate annually from revenues of the Village’s water system lawfully available under the Constitution and the laws of Ohio, an amount necessary to pay Debt Service on the Series 2021 Bonds.

SECTION 10. Federal Tax Matters. The Village covenants that it will take those actions required to maintain the Federal Tax Status of the Series 2021 Bonds and that it will not take or permit to be taken any actions that would adversely affect that Federal Tax Status. Without limiting these covenants, the Village specifically covenants as follows:

- (a) Private Activity Bonds. The Village will apply the proceeds received from the sale of the Series 2021 Bonds to the uses described in Section 8. The Village will not permit the use of the Project by any person, will not secure or derive the money for payment of Debt Service on the Series 2021 Bonds by any property or payments, and will not loan the proceeds of the Series 2021 Bonds to any person, all in a manner as to cause the Series 2021 Bonds to be “private activity bonds” within the meaning of Code Section 141(a).
- (b) Arbitrage. The Village will restrict the use of proceeds of the Series 2021 Bonds in the manner and to the extent as may be necessary, after taking into account reasonable expectations on the Closing Date of the Series 2021 Bonds, so that the Series 2021 Bonds will not constitute “arbitrage bonds” within the meaning of Code Section 148. The Director of Finance or any other official having responsibility for issuing the Series 2021 Bonds, is authorized and directed, alone or in conjunction with any other official, employee, or consultant of the Village, to sign and deliver a certificate of the Village, for inclusion in the transcript of proceedings for the Series 2021 Bonds. That certificate must set forth the reasonable expectations of the Village on the Closing Date, regarding the amount and use of the proceeds of the Series 2021 Bonds in accordance with Code Section 148. If required, the Village will limit the yield on any “investment property” (as defined in Code Section 148(b)(2)) acquired with the proceeds of the Series 2021 Bonds.
- (c) Arbitrage Rebate. Unless the gross proceeds of the Series 2021 Bonds are expended in accordance with one of the spending period exceptions set forth in Treas. Reg. §1.148-7, the Village will pay the amounts required by Code Section 148(f)(2) to the United States at the times required by Code Section 148(f)(3). The Village will maintain the books and records and make calculations and reports as are required to comply with the Code’s arbitrage rebate requirements.
- (d) Federal Guarantee. The Village will not permit the use of the Project, or make loans of the proceeds of the Series 2021 Bonds, or invest the proceeds of the Series 2021

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

Bonds in a manner as to cause the Series 2021 Bonds to be “federally guaranteed” within the meaning of Code Section 149(b).

- (e) Information Reporting. This Council authorizes and directs the Director of Finance or any other official of the Village having responsibility for issuing the Series 2021 Bonds to sign and file Form 8038-G for the Series 2021 Bonds with the Internal Revenue Service.
- (f) Bank Qualified. This Council designates the Series 2021 Bonds as “qualified tax-exempt obligations” under Code Section 265(b)(3).

SECTION 11. Signing and Delivery of Series 2021 Bonds and Documents. This Council authorizes and directs the Mayor and the Director of Finance, or the person designated to sign in their absence, to sign and deliver the Series 2021 Bonds in accordance with Section 4 of this Ordinance.

- (a) This Council authorizes and directs the Director of Finance to sign and deliver, on behalf of the Village:
 - (i) the Certificate of Award
 - (ii) any Purchase Agreement
 - (iii) any Escrow Agreement; and
 - (iv) Any agreements with one or more financial institutions, including agreements to enable the Village to more efficiently structure the Escrow Fund to both maximize Debt Service savings and minimize negative arbitrage in connection with the refunding of the Outstanding Bonds.

In the absence of the Director of Finance, this Council authorizes and directs the Mayor or the President of this Council to sign and deliver any of those documents and certificates.

- (b) This Council authorizes and directs the Director of Finance to sign and deliver, on behalf of the Village, in his capacity as fiscal officer of the Village:
 - (1) Any certificates in accordance with Section 5705.41, Revised Code, required for any of the agreements in connection with the Series 2021 Bonds.
 - (2) The statements of indebtedness provided for in Section 133.33(B), Revised Code.
- (c) This Council authorizes and directs the Mayor, the Director of Finance, the Law Director, the Chief Administrative Officer, the Clerk of Council, and any other Village officials:

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

- (1) to sign and deliver any agreements, certificates, instruments, and other documents that the official considers necessary or appropriate in connection with the issuance and sale of the Series 2021 Bonds, and that are not inconsistent with this Ordinance; and
- (2) to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance.

SECTION 12. Certification to County Fiscal Officer. This Council directs the Clerk of Council to forward a certified copy of this Ordinance and a copy of the Certificate of Award to the Cuyahoga County Fiscal Officer.

SECTION 13. Definitions. Words and terms are used in this Ordinance with the following meanings:

“Authorized Denominations” means the denomination of \$100,000 or any whole multiple of \$1,000 in excess of \$100,000.

“Bond Proceedings” means, collectively, this Ordinance, the Certificate of Award, any Purchase Agreement, and the other proceedings of the Village, including the Series 2021 Bonds, that provide collectively for, among other things, the rights of Holders and beneficial owners of the Series 2021 Bonds.

“Certificate of Award” means the certificate authorized by Section 6 of this Ordinance, setting forth the terms and other provisions of the Series 2021 Bonds required or authorized by this Ordinance.

“Closing Date” means the date of delivery of and payment for the Series 2021 Bonds.

“Code” means the Internal Revenue Code of 1986, as amended. References to the Code and sections of the Code include applicable regulations (whether temporary or final) under the Code, and any amendments of, or successor provisions to, those sections or regulations.

“Debt Service” means all amounts due as principal, interest, and any premium on an issue of securities.

“Escrow Agent” means the escrow agent selected by the Director of Finance in accordance with Section 7(e).

“Escrow Agreement” means any Escrow Agreement between the Village and the Escrow Agent providing for the deposit of proceeds of the Series 2021 Bonds to refund the Outstanding Bonds.

“Escrow Fund” means the escrow fund established under an Escrow Agreement, or the escrow fund established as a separate account in the Bond Retirement Fund of the Village.

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

“Federal Tax Status” means the status of the interest on the Series 2021 Bonds as excludable from gross income for federal tax income tax purposes and not treated as an item of tax preference for purposes of the alternative minimum tax.

“Financial Adviser” means MAS Financial Advisory Services, LLC.

“Financing Costs” means any financing costs authorized to be paid by Section 133.01(K), Revised Code.

“Holder” means, as to any Series 2021 Bond, the person in whose name the Series 2021 Bond is registered on the Register.

“Interest Payment Dates” means, unless otherwise determined by the Director of Finance in the Certificate of Award, June 1 and December 1 of each year, beginning on the first Interest Payment Date designated by the Director of Finance in the Certificate of Award.

“Mandatory Redemption Dates” means, unless otherwise determined by the Director of Finance in the Certificate of Award, December 1 in each of the years designated in the Certificate of Award as Mandatory Redemption Dates.

“Mandatory Sinking Fund Redemption” means redemption in accordance with the mandatory redemption requirements, if any, for the Series 2021 Bonds as determined in the Certificate of Award and as described in Section 2(d).

“Original Principal Amount” means the face amount of the of the Series 2021 Bonds.

“Original Purchaser” means the entity selected by the Director of Finance under Section 6(a) as the purchaser of the Series 2021 Bonds.

“Outstanding Bonds” means the Village’s General Obligation Water Meter System Bonds, Series 2018, issued in the original principal amount of \$950,000.

“Principal Payment Dates” means, unless otherwise determined by the Director of Finance in the Certificate of Award, December 1 of the years set forth in the Certificate of Award.

“Project” means the acquisition and installation of a fully-automated, 2-way, fixed-base, Advanced Metering Infrastructure (AMI) system for the Village’s potable water metering system, including the installation or replacement of associated water meters and/or endpoints for all customers. The AMI system includes, but is not limited to, all hardware, software, warranties, and all necessary training and installation support.

“Purchase Agreement” means any Bond Purchase Agreement or similar agreement between the Village and the Original Purchaser, entered into in accordance with Section 6.

“Register” means all books and records necessary for the registration, exchange, and transfer of the Series 2021 Bonds.

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

“Registrar” means the Director of Finance.

“Serial Bonds” means Series 2021 Bonds designated as Serial Bonds in the Certificate of Award and maturing on the dates set forth in the Certificate of Award, and not subject to Mandatory Sinking Fund Redemption.

“Series 2021 Bonds” means the General Obligation Water Meter System Refunding Bonds, Series 2021, authorized by this Ordinance.

“Term Bonds” means the Series 2021 Bonds designated as Term Bonds in the Certificate of Award and maturing on the dates set forth in the Certificate of Award, and subject to Mandatory Sinking Fund Redemption.

“Verification Agent” means the verification agent selected by the Director of Finance under Section 7(d).

“Verification Report” means one or more reports delivered by the Verification Agent in accordance with Section 8(b)(3).

“Village” means the Village of Chagrin Falls, Ohio.

SECTION 14. Public Notice. That, in accordance with Section 113.01 of the Codified Ordinances of the Village, public notice of this Ordinance shall be given by posting a copy thereof for not less than 15 days in the Village Hall.

ORDINANCE NO. 2021-10
INTRODUCED BY: GRUBE

SECTION 15. Emergency and Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, property, health and safety of the inhabitants of the Village and for the further reason that this Ordinance is necessary to take effect immediately in order to promptly sell the Series 2021 Bonds to take advantage of prevailing favorable market conditions and to achieve interest savings; wherefore provided it receives the affirmative vote of at least two-thirds (2/3) of all members elected to Council, this Ordinance shall be in full force and effect from and immediately upon its passage by this Council and approval by the Mayor; otherwise, it shall take effect and be in force after the earliest period allowed by law.

PASSED: February 8, 2021

Erin W Grube

Council President

Submitted to the Mayor for
approval on this 10th day of February, 2021

Approved by the Mayor this

¹⁰ day of ^{February}, 2021

ATTEST:

David B. Bloom

Clerk of Council

William A. Tomko

Mayor