

ORDINANCE NO. 16-3499

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF GENERAL OBLIGATION BOND ANTICIPATION NOTES OR BONDS IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$390,000 BY THE VILLAGE OF SILVERTON, HAMILTON COUNTY, OHIO FOR THE PURPOSE OF REFUNDING A PRIOR SERIES OF BOND ANTICIPATION NOTES, THE PROCEEDS OF WHICH WERE USED TO MAKE ROAD IMPROVEMENTS WITHIN THE VILLAGE, AND DECLARING AN EMERGENCY.

WHEREAS, this Council of the Village of Silverton, Ohio (the "Issuer") has requested the Village Manager, as fiscal officer, to certify the maximum maturity of the bond anticipation notes or the bonds herein referred to and the notes or bonds herein authorized, and such fiscal officer has estimated the life of the Project (as defined herein) as at least five (5) years and certified the maximum maturity of the bonds as fifteen (15) years, and of the notes to be issued in anticipation thereof as twenty (20) years; and

WHEREAS, this Council desires to address public health, safety, welfare, and convenience needs within the jurisdiction of the Issuer, including without limitation, street improvements, increased signage, paving, median and guardrail improvements, a crosswalk, increased traffic capacity, signals, and landscaping, and similar public improvements for the purpose of making roadway improvements, traffic safety enhancements, and improved public access, which improvements shall be made along one or more roadways within the Village, including but not limited to, Stewart Road, all as more fully set described in Ordinance 13-3375, passed by Council July 18, 2013 (collectively, the "Project"); and

WHEREAS, in order to acquire and construct the Project, the Issuer previously issued its \$390,000 Tax-Exempt Road Improvement General Obligation Bond Anticipation Notes, Series 2015, issued on May 28, 2015 (the "Prior Notes") and the Prior Notes are about to mature; and

WHEREAS, the Issuer desires to provide for the issuance of Road Improvement General Obligation Bond Anticipation Notes (the "Notes") or Bonds ("Bonds" and together with the Notes, such obligations are collectively referred to as the "Obligations"), in one or more series and in an aggregate principal amount not to exceed \$390,000 in order to refund the Prior Notes in a timely manner;

NOW, THEREFORE, BE IT ORDAINED BY COUNCIL OF THE VILLAGE OF SILVERTON, HAMILTON COUNTY, OHIO, THREE-FOURTHS OF THE MEMBERS ELECTED THERETO CONCURRING:

SECTION 1. That this Council hereby authorizes the Village Manager to determine, pursuant to the Certificate of Award (as defined herein), whether the Issuer shall issue Notes or Bonds for the purpose of refunding the Prior Notes in a timely manner, provided that such determination shall be in the best interests of the Issuer.

SECTION 2. That it is necessary to issue Bonds of the Issuer in a principal amount not to exceed \$390,000, the proceeds of which Bonds shall be used, together with other funds of the Issuer (if any), for the purpose of refunding the Prior Notes in a timely manner and paying certain costs related to the issuance of the Bonds, together with other permissible costs under Chapter 133 of the Ohio Revised Code, including financing costs, costs of municipal bond insurance or State credit enhancement, if any, rating agency costs, if any, the costs of printing the Bonds or other evidences of indebtedness, the delivery of the Bonds, service charges of the paying agent, legal services and obtaining an approving legal opinion and other permissible costs. The costs of issuance may, but shall not be required to be paid from Bond proceeds, or to the extent that Notes are issued, then from proceeds of the Notes.

SECTION 3. That, to the extent that Notes are determined to be issued in accordance with the Certificate of Award, the Bonds shall be dated approximately May 15, 2017, shall bear interest at the rate now estimated at six per centum (6%) per annum, and shall mature in substantially equal semiannual or annual installments over a period not in excess of the useful life of the Project.

SECTION 4. That, to the extent that Notes are determined to be issued in accordance with the Certificate of Award, in order to refund the Prior Notes, bond anticipation notes of the Issuer may be issued in anticipation of the issuance of Bonds in a principal sum not to exceed \$390,000, which does not exceed the amount of the Bonds to be issued for the purpose aforesaid, under authority of the general laws of the State of Ohio, particularly Chapter 133 of the Ohio Revised Code. The Notes shall be dated on the date of issuance; shall bear interest at the rate not to exceed six per centum (6%) per annum as determined by the Village Manager in the Certificate of Award; shall mature not later than one-year from the date of issuance, or such earlier date as approved by the Village Manager in the Certificate of Award, and shall be of such number and denomination as may be requested by the purchaser thereof. This Council hereby authorizes the Village Manager to execute the Certificate of Award establishing the interest rate, maturity date and redemption provisions (if any) of any Notes and any other terms and conditions of the notes consistent with this ordinance and necessary to effectuate the issuance of the Notes, as further provided for in Section 5 hereof, and in accordance with Section 133.22 of the Ohio Revised Code.

SECTION 5. That it is hereby determined that Obligations in a principal amount not to exceed \$390,000 shall be issued and used for the purposes aforesaid. The Obligations shall be dated on a date set forth in the Certificate of Award (the "Certificate of Award"), and in accordance with the terms conclusively determined by the Village Manager and the Clerk of Council, or his (or her) respective authorized designee in the event the Village Manager or the Clerk of Council is unavailable to execute the Certificate of Award. The Certificate of Award shall be signed on the day of pricing by the Village Manager and the Clerk of Council (or one or both of their designees) without further action of this Council, and such Obligations shall bear interest at the rate or rates set forth in the Certificate of Award, shall be payable annually or semi-annually or as otherwise set forth in the Certificate of Award until the principal amount has been paid, and shall have a final maturity date consistent with the date set forth in the Certificate of Award. The Certificate of Award shall

also specify the paying agent and registrar in connection with the Obligations, mandatory, special, and/or optional redemption provisions, denominations, and other terms that are consistent with the purpose of this ordinance, and Sections 133.21, 133.22, 133.23, and/or 133.25 of the Ohio Revised Code. The Certificate of Award shall be incorporated into this ordinance by reference and made a part hereof without further action by this Council. The Obligations shall be numbered R-1 and upward and shall be issued in registered form in the name of an original purchaser or in the name of a depository, such as The Depository Trust Company. The Certificate of Award shall set forth any and all terms not specifically set forth herein regarding the sale, pricing, payment, tax status, number of series of Obligations, and related financing terms of the Obligations, including the determination whether the Obligations are Notes or Bonds.

In addition, the Village Manager is hereby authorized to take the necessary actions in order to execute the requisite closing agreements, certificates, and/or documents necessary to provide for the sale, issuance, and delivery of the Obligations in a timely and efficient manner, and further, to the extent that it is deemed necessary by law, by Bond Counsel, and/or the Solicitor, then the Mayor, the President of Council, the Solicitor, and Clerk of Council, as appropriate, are also hereby authorized to take any necessary actions in order to provide for the issuance, sale, and delivery of the Obligations in a timely and efficient manner, provided that any such action shall not be contrary to applicable law.

SECTION 6. That the Obligations shall be executed by the Village Manager and the Clerk of Council and may, but shall not be required to, bear the corporate seal of the Issuer, provided that the Obligations shall bear the manual authenticating signature of an authorized representative of the paying agent and registrar. The signatures of the Village Manager and the Clerk of Council may be by facsimile signature. The Village Manager and the Clerk of Council are also authorized to take all other action required in connection with the issuance and sale of the Obligations. The Obligations shall be designated "Road Improvement General Obligation Notes or Bonds, Series 2016A," and may be issued in one or more series of Notes or Bonds, or issued in conjunction with another series of notes or bonds, and may be consolidated into a single series of Notes or Bonds. The Obligations shall be payable at the office of the paying agent and registrar as provided for in the Certificate of Award, and shall express upon their faces the purpose for which they are issued and that they are issued in pursuance of the Uniform Public Securities Law of the Ohio Revised Code and this ordinance.

SECTION 7. That for the payment of the Obligations and the interest thereon, the full faith, credit, and revenues of the Issuer are hereby irrevocably pledged and for the purpose of providing the necessary funds to pay the interest on the foregoing issue of Obligations promptly when and as the same falls due, and also to provide a fund sufficient to discharge the Obligations at maturity, there shall be and is hereby levied on all the taxable property in the Issuer, in addition to all other taxes, a direct tax annually during the period the Obligations are to run, inside of the limitations of Section 2 of Article XII of the Constitution of Ohio, which tax shall be sufficient in amount to provide for the payment of the interest upon the Obligations when and as the same falls due and to provide for the retirement and discharge of the principal of the Obligations at maturity.

Said tax shall be and is hereby 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 said years are certified, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from

said tax levy hereby required shall be placed in a separate and distinct fund, which, together with all interest collected on the same, shall be irrevocably pledged for the payment of the interest and the principal of the Obligations when and as the same fall due; provided, however, to the extent that in each year other available funds, are appropriated and applied to the payment of the principal and interest of the Obligations, the amount of such tax shall be reduced by the amount of said funds so appropriated and applied to such payment.

SECTION 8. That the Obligations shall be sold, at not less than 97% of the par amount of the Obligations plus accrued interest (if any), to RBC Capital Markets LLC (or such other purchaser as designated in the Certificate of Award), in accordance with its offer to purchase. RBC Capital Markets LLC may serve as either the underwriter or the placement agent for the Obligations, in accordance with the terms of the Certificate of Award. The proceeds from the sale of the Obligations, except the premium and accrued interest, shall be used for the purpose aforesaid, and for no other purpose; and any premium or accrued interest may be used to pay costs of issuance, and any remaining amount shall be transferred to the bond retirement fund of the Issuer to be applied to the payment of the principal of and interest on the Obligations in the manner provided by law.

SECTION 9. That, to the extent that the Obligations are tax-exempt Obligations of the Issuer, this Council, for and on behalf of the Issuer, hereby covenants that it will restrict the use of the proceeds of the Obligations hereby authorized in such manner and to such extent, if any, and take such other action as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations prescribed thereunder. The Village Manager or any other officer having responsibility with respect to the issuance of the Obligations is authorized and directed, as necessary by law, to give an appropriate certificate on behalf of the Issuer, on the date of delivery of the Obligations for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder. The Obligations may be designated "qualified tax-exempt obligations" for the purposes set forth in Section 265(b)(3) of the Code, as provided for in the Certificate of Award. To the extent that the Obligations are issued in calendar year 2016, this Council does not reasonably anticipate issuing more than \$10,000,000 of "qualified tax-exempt obligations" during calendar year 2016.

SECTION 10. That the Issuer is hereby authorized to prepare a preliminary official statement and a final official statement to the extent it is deemed necessary by the underwriter or placement agent, or by Bond Counsel, to market and sell the Obligations. Any such preliminary official statement shall be deemed "final" by the Village Manager and the Clerk of Council prior to dissemination of the Obligations in accordance with S.E.C. Rule 15c2-12 (the "Rule"). In addition, to the extent deemed necessary by the underwriter or the placement agent, or by Bond Counsel, the Issuer is hereby authorized to execute a continuing disclosure certificate in conjunction with the requirements of the Rule.

SECTION 11. That, to the extent that the Obligations are Notes, this Council hereby authorizes the Issuer to participate in the Ohio Market Access Program - Note Wrap - offered by the Treasurer of the State of Ohio (the "Program"), provided that (a) participation in the Program is

in the best interests of the Issuer and (b) the Village Manager affirmatively elects to participate in the Program in the Certificate of Award.

SECTION 12. That, to the extent that the Obligations are Notes, the Standby Note Purchase Agreement (the “Note Purchase Agreement”) required as part of the Program is hereby authorized in the form presented to this Council with such changes not materially adverse to the Issuer as may be approved by the Village Manager, who is hereby authorized to execute the Note Purchase Agreement in conjunction with the issuance and the delivery of the Notes. The Issuer acknowledges the agreement of the Treasurer of State in the Note Purchase Agreement that, in the event the Issuer is unable to repay the principal amount and accrued and unpaid interest of the Notes at maturity, whether through its own funds or through the issuance of other obligations of the Issuer, the Treasurer of State agrees (a) to purchase the Notes from the holders or beneficial owners thereof upon their presentation to the Treasurer of State for such purchase at a price of par plus accrued interest to maturity or (b) to purchase renewal notes of the Issuer in a principal amount not greater than the principal amount of the Notes plus interest due at maturity, with such renewal notes bearing interest at a rate of the lower of the maximum interest rate provided by law or the 1-year MMD (Municipal Market Data) Index for “AAA”-rated obligations plus 400 basis points (or such other rate methodology in effect as part of the Program), maturing not more than one year after the date of their issuance, and being prepayable at any time with 30 days' notice, provided that in connection with the Treasurer of State's purchase of such renewal notes the Issuer shall deliver to the Treasurer of State an unqualified opinion of nationally recognized bond counsel that (i) such renewal notes are the legal, valid, and binding general obligations of the Issuer, and the principal of and interest on such renewal notes, unless paid from other sources, are to be paid from the proceeds of the levy of ad valorem taxes within the ten-mill limitation imposed by law on all property subject to ad valorem taxes levied by the Issuer and (ii) interest on the renewal notes is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended to the same extent that interest on the Notes is so excluded.

In addition, the Issuer acknowledges that the Treasurer of State will establish an “After Maturity Interest Rate,” as generally provided for as part of the Program and as specifically provided for within the Note Purchase Agreement.

The Village Manager and the Clerk of Council are authorized to take all actions that may, in their judgment, reasonably be necessary to provide for such Note Purchase Agreement, including but not limited to the inclusion of a notation on the form of the Notes providing notice to the holders or beneficial owners of the existence of such Note Purchase Agreement and providing instructions to such holders or beneficial owners regarding the presentation of the Note or Notes for purchase by the Treasurer of State at stated maturity.

SECTION 13. That this Council hereby engages Peck, Shaffer & Williams, a Division of Dinsmore & Shohl LLP to serve as bond counsel (“Bond Counsel”) to the Issuer in conjunction with the issuance, sale, and delivery of the Obligations, and further, the Village Manager is hereby authorized to execute an engagement letter with such firm to memorialize such engagement.

SECTION 14. That the Clerk of Council is hereby directed to forward a certified copy of this Ordinance to the County Auditor of Hamilton County, Ohio.


SECTION 15. That it is found and determined that all formal actions of this Council concerning and relating to the adoption of this ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and 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 Section 121.22 of the Ohio Revised Code.

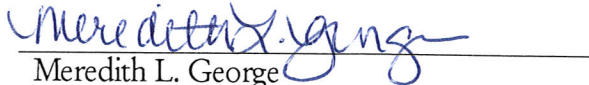
SECTION 16. That this Ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health, welfare, and safety of the inhabitants of the Issuer, which requires the immediate issuance of the Obligations in order to provide for the refunding of the Prior Notes and to pay for certain costs of issuance, all in a timely manner without incurring further delay or expense, and all in accordance with and in furtherance of the current development plan of the Issuer. The Ordinance shall take effect immediately upon adoption.

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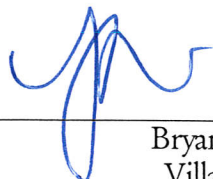
ADOPTED: April 7, 2016.

CERTIFIED:

Signature: 
Printed Name: John A. Smith
Title: Mayor

Signature: 
Printed Name: Meredith L. George
Title: Clerk of Council

Approved as to form only:

Signature: 
Printed Name: Bryan E. Pacheco
Title: Village Solicitor

CERTIFICATE

The undersigned hereby certifies that the foregoing is a true and correct copy of Ordinance No. 16-3499.

Meredith A. Gung

Clerk of Council, Village of Silverton,
Hamilton County, Ohio

CERTIFICATE

The undersigned hereby certifies that a copy of the foregoing Ordinance was certified this day to the county auditor.

Meredith A. Gung

Clerk of Council, Village of Silverton,
Hamilton County, Ohio

Dated: April 13, 2016

RECEIPT

The undersigned hereby acknowledges receipt of a certified copy of the foregoing Ordinance.

Hamilton County Auditor

Dated: _____, 2016

EXTRACT FROM MINUTES OF MEETING

The Council of the Village of Silverton, Ohio, met in regular session, at 7:00 p.m., on the 7th day of April, 2016, at 6860 Plainfield Road, Silverton, Ohio, with the following members present:

There was presented and read to Council Ordinance No. 16-3499, entitled:

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF GENERAL OBLIGATION BOND ANTICIPATION NOTES OR BONDS IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$390,000 BY THE VILLAGE OF SILVERTON, HAMILTON COUNTY, OHIO FOR THE PURPOSE OF REFUNDING A PRIOR SERIES OF BOND ANTICIPATION NOTES, THE PROCEEDS OF WHICH WERE USED TO MAKE ROAD IMPROVEMENTS WITHIN THE VILLAGE, AND DECLARING AN EMERGENCY.

Mrs. Thompson moved to suspend the rule requiring each ordinance or resolution to be read on two different days. Mr. Quarry seconded the motion and, the roll being called upon the question, the vote resulted as follows:

Sylvester - aye Thompson - aye
Williams - aye Wilson - aye
Quarry - aye

Mrs. Thompson then moved that Ordinance No. 16-3499 be adopted. Mr. Quarry seconded the motion and, the roll being called upon the question, the vote resulted as follows:

Sylvester - aye Thompson - aye
Williams - aye Wilson - aye
Quarry - aye

The ordinance was declared adopted April 7, 2016.

CERTIFICATE


The undersigned, Clerk of Council of the Village of Silverton, Ohio, hereby certifies that the foregoing is a true and correct extract from the minutes of a meeting of the Council of the Village of Silverton, Ohio, held on the 7th day of April, 2016, to the extent pertinent to consideration and adoption of the above-entitled legislation.

Meredith R. Gray
Clerk of Council

CERTIFICATION

I, Meredith L. George, Clerk of Council of the Village of Silverton, County of Hamilton, State of Ohio; do hereby certify that there is no newspaper published in said municipality and that publication of the foregoing Ordinance No. 16-3499 has been duly made by posting true copies in three (3) of the most public places in said municipality, as determined by Council as follows: 1) Parkview Lane at Railroad; 2) Silverton Municipal Building and 3) The Village of Silverton's Website. Said posting was for a period of fifteen days commencing April 13, 2016, 2016.

Signature:



Printed Name:

Meredith L. George

Title:

Clerk of Council

CERTIFICATE OF MEMBERSHIP

The undersigned, Village Manager of the

VILLAGE OF SILVERTON, OHIO

hereby certifies that the following were the officers and members of Council during the period proceedings were taken authorizing the issuance of not to exceed \$390,000 Road Improvement General Obligation Notes or Bonds, Series 2016A:

Mayor
Vice Mayor
Council Member
Council Member
Council Member
Council Member
Council Member
Village Manager
Clerk of Council
Village Solicitor

John A. Smith
Mark J. Quarry
Frank C. Sylvester
Idella Thompson
Dottie M. Williams
Franklin D. Wilson
Shirley J. Hackett-Austin
Tom Carroll
Meredith George
Bryan E. Pacheco



Village Manager

TRANSCRIPT CERTIFICATE

The undersigned, Clerk of Council of the Village of Silverton, County of Hamilton, Ohio, hereby certifies that the following is a true and complete transcript of all proceedings relating to the authorization and issuance of the above-identified obligations.



Clerk of Council

Dated: April 7, 2016

**CERTIFICATE AS TO MAXIMUM
MATURITY OF BOND ANTICIPATION NOTES AND BONDS**

Based upon information provided by and in reason to the request of the Village of Silverton, County of Hamilton, Ohio (the "Issuer"), the Village Manager, being the fiscal officer of the Issuer within the meaning of Section 133.01 of the Uniform Public Securities Law of the Ohio Revised Code, hereby certifies that the estimated life of the improvements to be acquired with sale proceeds of the notes or bonds to be issued in a principal amount not to exceed \$390,000, for the purpose of refunding the Issuer's outstanding \$390,000 Tax-Exempt Road Improvement General Obligation Bond Anticipation Notes, Series 2015, issued on May 28, 2015, the proceeds of which were used to make certain road improvements within the jurisdiction of the Issuer, is at least five (5) years and that the maximum maturity of the bonds, calculated in accordance with Section 133.20 of the Uniform Public Securities Law of the Ohio Revised Code, is fifteen (15) years, and notes issued in anticipation thereof is twenty (20) years.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of April, 2016.



Village Manager