

**ORDINANCE NO. 16-3522**

**AN ORDINANCE PROVIDING FOR THE ISSUANCE OF BOND  
ANTICIPATION NOTES IN ONE OR MORE SERIES IN AN  
AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$1,335,620 BY  
THE VILLAGE OF SILVERTON, HAMILTON COUNTY, OHIO IN  
ANTICIPATION OF THE ISSUANCE OF BONDS FOR THE PURPOSE  
OF REFUNDING A PRIOR SERIES OF BOND ANTICIPATION NOTES  
IN THE SAME OF A REDUCED PRINCIPAL AMOUNT, THE  
PROCEEDS OF WHICH WERE USED TO ACQUIRE REAL PROPERTY  
WITHIN THE VILLAGE, AND DECLARING AN EMERGENCY.**

**WHEREAS**, this Council of the Village of Silverton, Ohio (the “Village”) has requested the Village Manager, as fiscal officer, to certify the maximum maturity of the bonds herein referred to and the Notes 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 thirty (30) years, and of the Notes to be issued in anticipation thereof as twenty (20) years;

**WHEREAS**, this Council has determined, in prior legislation, that it is necessary to acquire various parcels of real estate and the accompanying real property, if any, along Montgomery Road and Stewart Road, within the jurisdiction of the Village, including without limitation, the following properties: 7434 Montgomery Road, 7440 Montgomery Road, 7446 Montgomery Road, and 7450 Montgomery Road (collectively, the “2014 Project”), in order to provide for the acquisition and improvement of such property;

**WHEREAS**, the Village issued its \$1,335,620 Taxable Real Property Acquisition General Obligation Bond Anticipation Notes, Series 2015A, dated November 24, 2015 (the “Prior Notes”) in order to finance a portion of the 2014 Project, which Prior Notes were general obligations of the Village;

**WHEREAS**, the Village desires to provide for the issuance of Taxable Real Property Acquisition General Obligation Bond Anticipation Notes, Series 2016A, in one or more series and in an aggregate principal amount not to exceed \$1,335,620 (collectively, the “Notes”) in order to refund the Prior Notes, in part, in the same or a reduced principal amount and in a timely manner; and

**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 it is hereby declared necessary to issue bonds of the Village under the provisions of the Uniform Public Securities Law of the Ohio Revised Code, in an amount not to exceed \$1,335,620, for the purpose of permanently financing the acquisition of the 2014 Project.

**SECTION 2.** That such bonds shall be dated approximately November 1, 2017, shall bear interest at the rate of approximately six percent (6.00%) per annum, and shall mature in substantially equal annual installments for no more than thirty (30) years after their issuance.

**SECTION 3.** That it is hereby determined that the Notes, in a principal amount not to exceed \$1,335,620, shall be issued in anticipation of the bonds referenced in Section 2 hereof. The Notes shall bear interest at a rate to be determined by the Village Manager and the Clerk of Council in the certificate of award (the "Certificate of Award"), which Certificate of Award is hereby authorized without further action by this Council. The Certificate of Award shall be executed 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 incorporated herein by reference and made a part hereof. The Certificate of Award may modify terms and conditions of this Ordinance, provided such modifications are consistent with the purpose of this Ordinance and are in the best interests of the Village, as determined in the sole discretion of the Village Manager and the Clerk of Council, which determination shall be conclusively evidenced by the execution of the Certificate of Award. In addition, the Village Manager is hereby authorized to take the necessary actions in order to execute the requisite closing agreements, purchase contract, certificates, and/or documents necessary to provide for the sale, issuance, and delivery of the Notes 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, the Mayor, the President of Council, the Solicitor, and Clerk of Council are also hereby authorized to take any necessary actions in order to provide for the issuance, sale, and delivery of the Notes in a timely and efficient manner, provided that any such action shall not be contrary to applicable law.

The Certificate of Award shall provide for the award of specific matters in connection with the sale, issuance, and delivery of the Notes, including, without limitation, the final principal amount of the Notes, the issuance date and maturity date of the Notes, redemption information, denominations, paying agent and registrar information, interest rate information, series designations, other information identified in Sections 133.22 and/or 133.23 of the Ohio Revised Code, and similar information necessary to effectuate the sale, issuance, and delivery of the Notes. The Certificate of Award may be amended, if necessary. The Certificate of Award shall be certified to the County Auditor. The Notes may be sold as hereinafter provided, in such amounts and denominations as may be requested by the purchaser.

**SECTION 4.** That the Notes shall be executed by the Village Manager and the Clerk of Council, either of which, but not both, signatures may be by facsimile, and may, but shall not be required to, bear the seal of the Village. The Notes shall be designated "Taxable Real Property Acquisition General Obligation Bond Anticipation Notes, Series 2016A," and if issued in more than one series, the various series of Notes may be distinguished by letters or numbers differentiating the respective series. The Notes shall be payable at such bank or financial institution set forth in the Certificate of Award, or the Notes may be payable at the designated offices of the Village, if provided for in the Certificate of Award. If necessary, the Notes may be consolidated with one or more series of issue of bond anticipation notes pursuant to Section 133.30 of the Ohio Revised Code, and collectively designated "Taxable Real Property Acquisition General Obligation Bond Anticipation Notes, Series 2016." The Notes shall express

upon their face the purpose for which they are issued and that they are issued in pursuance of this Ordinance.

**SECTION 5.** That, unless another underwriter or financial institution is specified in the Certificate of Award, the Notes shall be sold to RBC Capital Markets LLC (the “Underwriter”), and such Notes shall be awarded in accordance with the Underwriter's offer to purchase such Notes, as set forth in the Certificate of Award and a note purchase agreement. The Underwriter may serve as the underwriter for the Notes or as the placement agent for the Notes. The Notes may not be purchased at less than par and accrued interest, and the proceeds from such sale, except any premium and the accrued interest thereon, shall be paid into the proper fund and used for the purpose aforesaid and for no other purpose.

**SECTION 6.** That the Notes shall be the full general obligation of the Village, and the full faith, credit, and revenue of the Village are hereby pledged for the prompt payment of the same. The par value to be received from the sale of bonds anticipated by the Notes, and any excess fund 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 interest thereon and are hereby pledged for such purpose.

**SECTION 7.** That for the payment of the Notes and the interest thereon, the full faith, credit, and revenues of the Village are hereby irrevocably pledged and for the purpose of providing the necessary funds to pay the interest on the foregoing issue of Notes promptly when and as the same falls due, and also to provide a fund sufficient to discharge the Notes at maturity or by mandatory redemption, there shall be and is hereby levied on all the taxable property in the Village, in addition to all other taxes, a direct tax annually during the period the Notes are to run, within 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 Notes when and as the same falls due and to provide for the retirement and discharge of the principal of the Notes at maturity or by mandatory redemption and shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Constitution of Ohio; provided, however, to the extent other moneys are available to pay debt charges and are appropriated therefor, said tax need not be collected.

**SECTION 8.** That if requested by the Underwriter, and upon consultation with bond counsel, it is deemed necessary to provide for the preparation of and dissemination of a preliminary official statement and a final official statement in connection with the marketing and sale of the Notes in accordance with Securities and Exchange Rule 15c2-12 (the “S.E.C. Rule”), the Village is hereby authorized to prepare (or provide for the preparation of) such documentation. In addition, to the extent requested by the Underwriter, and upon consultation with bond counsel, it is determined necessary to provide for a continuing disclosure certificate as provided for in the S.E.C. Rule, the Village is hereby authorized to prepare (or provide for the preparation of) such documentation.

**SECTION 9.** That this Council hereby authorizes the Village 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 Village

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

**SECTION 10.** That 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 Village as may be approved by the authorized signatories of the Village executing the Note Purchase Agreement, as provided in this ordinance. The Village acknowledges the agreement of the Treasurer of State in the Standby Note Purchase Agreement that, in the event the Village 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 Village, 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 Village 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 Village 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 Village, 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 levied within the ten-mill limitation imposed by law on all property subject to ad valorem taxes levied by the Village and (ii) interest on the renewal notes is includible in 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 Village 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, as the officers signing the Notes, 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 Notes for purchase by the Treasurer of State at stated maturity.

This Council hereby authorizes further representations, warranties, and/or covenants to be made regarding the Village's participation in the Program by virtue of the Certificate of Award and/or other Program documents, subject to review and approval by legal counsel to the Village.

**SECTION 11.** That Peck, Shaffer & Williams, a Division of Dinsmore & Shohl LLP is hereby retained as bond counsel in connection with the sale, issuance, and delivery of the Notes.

**SECTION 12.** 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, and the rules of this Council adopted in accordance therewith.

**SECTION 13.** 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 14.** 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 Village, which requires the immediate issuance of the Notes in order to provide for the timely refunding of a portion 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 Village. The Ordinance shall take effect immediately upon adoption.

[Remainder of this page intentionally left blank]

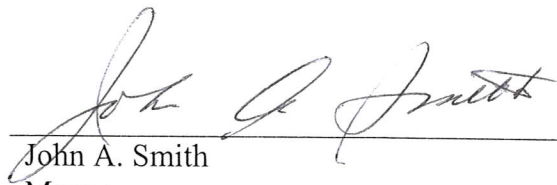
**ADOPTED:** October 6<sup>th</sup> 2016.

**CERTIFIED:**

Signature:

Printed Name: John A. Smith

Title: Mayor



Signature:

Printed Name: Meredith L. George

Title: Clerk of Council

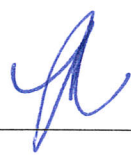


Approved as to form only:

Signature:

Printed Name:

Title:



Bryan E. Pacheco

Village Solicitor