

ORDINANCE NO. 11 -17  
CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCIL MEMBER Belinda Kenley ON THE

17<sup>TH</sup> DAY OF APRIL, 2017.

AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF SERIES 2017 BONDS IN THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$90,000,000 FOR THE PURPOSES OF (I) FINANCING THE ACQUISITION, CONSTRUCTION AND RENOVATION OF CERTAIN "HOSPITAL FACILITIES" INCLUDING THE CONSTRUCTION, EXPANSION, RENOVATION AND EQUIPPING OF VARIOUS CAPITAL PROJECTS CONSTITUTING "HOSPITAL FACILITIES" AT THE BETHANY LUTHERAN VILLAGE CONTINUING CARE FACILITY RETIREMENT COMMUNITY, AND OTHER RELATED IMPROVEMENTS AND FURNISHINGS, (II) REFUNDING ALL OR A PORTION OF ITS HEALTH CARE FIXED RATE REVENUE BONDS, SERIES 2007A (BETHANY LUTHERAN VILLAGE CONTINUING CARE FACILITY EXPANSION PROJECT), (III) REFUNDING ALL OR A PORTION OF ITS OUTSTANDING HEALTH CARE VARIABLE RATE DEMAND REVENUE BONDS, SERIES 2007B (BETHANY LUTHERAN VILLAGE CONTINUING CARE FACILITY EXPANSION PROJECT), (IV) FUNDING A DEBT SERVICE RESERVE FUND FOR THE SERIES 2017 BONDS, (V) FUNDING CAPITALIZED INTEREST FOR THE PAYMENT OF INTEREST ON A PORTION OF THE SERIES 2017 BONDS, AND (VI) PAYING COSTS OF ISSUANCE OF THE SERIES 2017 BONDS; AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE AMENDED AND RESTATED LEASE, THE BOND INDENTURE, THE BOND PURCHASE AGREEMENT, THE ESCROW DEPOSIT AGREEMENT, THE TAX CERTIFICATE, AND OTHER RELATED DOCUMENTS, AND DECLARING AN EMERGENCY.

WHEREAS, pursuant to Ordinance No. 4-88 passed on May 16, 1988 (the "1988 Bond Ordinance"), this Council authorized the issuance and sale of its Health Care Variable Rate Demand Revenue Bonds, Series 1988 (the "Series 1988 Bonds"), in the aggregate principal amount of \$12,500,000 for the purpose of paying costs of constructing improvements of Bethany Village located at 6443 Bethany Village Drive, Centerville, Ohio ("Bethany Village") and all necessary appurtenances (the "1988 Project"); and

WHEREAS, pursuant to Ordinance No. 22-93 passed on November 15, 1993 (the "1993 Bond Ordinance"), this Council authorized the issuance and sale of its Health Care Variable Rate Demand Revenue Bonds, Series 1993 (the "Series 1993 Bonds"), in the aggregate principal amount of \$4,750,000, and its Health Care Variable Rate Demand Revenue Bonds, Series 1994 (the "Series 1994 Bonds"), in the aggregate principal amount of \$5,500,000 for the purpose of paying costs of acquiring, constructing, installing, equipping and financing improvements at and to Bethany Village and all necessary appurtenances (the "1993/1994 Project"); and

WHEREAS, pursuant to Emergency Ordinance No. 6-07 passed on June 18, 2007 (the "2007 Bond Ordinance"), this Council authorized the issuance and sale of its (i) Health Care Fixed Rate Revenue Bonds, Series 2007A (Bethany Lutheran Village Continuing Care Facility Expansion Project) (the "Series 2007A Bonds"), in the aggregate principal amount of \$30,950,000 for the purpose of (a) acquiring, constructing and installing improvements at and to Bethany Village (the "2007 Project"), (b) funding capitalized interest, (c) funding a reserve, and (d) paying costs of issuance, and (ii) Health Care Variable Rate Demand Revenue Bonds, Series 2007B (Bethany Lutheran Village

Continuing Care Facility Expansion Project) (the “Series 2007B Bonds”, and together with the Series 2007A Bonds, the “Prior Bonds”), in the aggregate principal amount of \$23,800,000 for the purpose of (a) acquiring, constructing and installing improvements at and to Bethany Village (also, the “2007 Project”), (b) refinancing the Series 1993 Bonds and the Series 1994 Bonds, (c) funding capitalized interest, (d) funding a reserve, and (e) paying costs of issuance; and

WHEREAS, the Series 2007A Bonds were issued pursuant to Chapter 140, Ohio Revised Code (the “Act”), the 2007 Bond Ordinance and the Bond Indenture dated as of August 1, 2007 between the City and The Bank of New York Trust Company, N.A. (the “2007A Indenture”) and the Series 2007B Bonds were issued pursuant to the Act, the 2007 Bond Ordinance and the Amended and Restated Bond Indenture (Third Supplemental Trust Indenture) dated as of August 1, 2007 between the City and The Bank of New York Trust Company, N.A. (the “2007B Indenture”); and

WHEREAS, the City of Centerville, Ohio, a municipal corporation and political subdivision in and of the State of Ohio, is authorized and empowered, by virtue of the laws of the State of Ohio, including, without limitation, the Act and its Charter, to (a) issue its Health Care Improvement and Refunding Revenue Bonds, Series 2017 (Graceworks Lutheran Services) (the “Series 2017 Bonds”) in the maximum aggregate principal amount of \$90,000,000 for the purposes of (i) financing the acquisition, construction and installation of certain “hospital facilities” (as defined in Section 140.01 of the Ohio Revised Code), including a portion of the construction, expansion, renovation and equipping of various capital projects constituting “hospital facilities” at the Bethany Lutheran Village Continuing Care Facility retirement community located at 6443



Bethany Village Drive, Centerville, Ohio, including but not limited to, the demolition of the Arbor 22 unit assisted living wing, conversion and renovation of the Pavilion from 36 assisted living units into 35 assisted living memory care units, the construction of a new building to house 74 new assisted living units; construction of a new activity room and common space amenities, the renovation of the kitchen and dining area at Vista Place; and other related improvements and furnishings (the “2017 Project” and together with the 1988 Project, the 1993/1994 Project and the 2007 Projects, the “Bethany Village Projects”), including reimbursement of prior capital expenditures incurred by the Corporation as part of the 2017 Project (ii) refunding all or a portion of the Prior Bonds (the “Refunded Bonds”), (iii) funding a debt service reserve fund for the Series 2017 Bonds, (iv) funding capitalized interest for the payment of interest on a portion of the Series 2017 Bonds, and (v) paying costs of issuance of the Series 2017 Bonds; (b) enter into an amended and restated lease agreement to provide for the lease of Bethany Village and the Bethany Village Projects and to provide for rental payments constituting “hospital receipts”, as defined in Section 140.01(G), Ohio Revised Code, sufficient to pay the principal of, and the interest and premium, if any, on those Series 2017 Bonds, (ii) secure the Series 2017 Bonds by a trust indenture, as provided herein, and (c) enact this Bond Legislation and to enter into the Bond Indenture, the Bond Purchase Agreement, the Amended and Restated Lease, the Tax Certificate and the Escrow Deposit Agreement, all as hereinafter defined, upon the terms and conditions provided herein and therein; and

WHEREAS, Graceworks Lutheran Services is an Ohio nonprofit corporation qualified to do business in the State of Ohio and is the operator of the “hospital facilities”

at the Bethany Lutheran Village Continuing Care Facility retirement community located at 6443 Bethany Village Drive, the acquisition, construction, renovation and equipping of a portion of which were financed with the proceeds of the Series 1988 Bonds, the Series 1993 Bonds, the Series 1994 Bonds and the Prior Bonds; and

WHEREAS, Graceworks Lutheran Services has requested that the City issue the Series 2017 Bonds as its revenue bonds pursuant to the Act; and

WHEREAS, based solely on the representations of Graceworks Lutheran Services, it is hereby determined by this Council that (i) undertaking the 2017 Project, including the financing thereof (including funding of capitalized interest and a debt service reserve fund), and refunding the Refunded Bonds, will require the issuance, sale and delivery of Series 2017 Bonds in the maximum aggregate principal amount of \$90,000,000, which Series 2017 Bonds shall be equally and ratably payable and secured as provided herein and in the Bond Indenture and the Master Trust Indenture.

NOW, THEREFORE, THE MUNICIPALITY OF CENTERVILLE HEREBY ORDAINS:

SECTION 1. Emergency Ordinance. This Council hereby declares that an emergency exists affecting the public welfare, in that the Series 2017 Bonds authorized by this emergency Ordinance (the “Bond Legislation”) must be sold without delay in order to make funds immediately available to enable the City to issue and sell the Series 2017 Bonds, which is necessary to enable the City and Graceworks Lutheran Services to take advantage of favorable market conditions and to sell the Series 2017 Bonds in the most cost effective manner and to provide needed facilities for the preservation of the public health, safety and welfare of residents of the City.

SECTION 2. Definitions. Except when the context indicates otherwise or unless otherwise defined herein, the terms used but not defined herein shall have the meaning ascribed to them in the Bond Indenture for the Series 2017 Bonds (the “Bond Indenture”) between the City and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Bond Trustee”).

SECTION 3. Authorization of Series 2017 Bonds. This Council finds and determines that it is necessary to issue, sell and deliver, as provided and authorized herein and pursuant to the Constitution and laws of the State, including the Act, its Health Care Improvement and Refunding Revenue Bonds, Series 2017 (Graceworks Lutheran Services) in the maximum aggregate principal amount of \$90,000,000 for the purposes of (i) financing the acquisition, construction and installation of certain “hospital facilities” (as defined in Section 140.01 of the Ohio Revised Code), and the construction, expansion, renovation and equipping of various capital projects constituting “hospital facilities” at the Bethany Lutheran Village Continuing Care Facility retirement community located at 6443 Bethany Village Drive, Centerville, Ohio, including, but not limited to, the construction of, including but not limited to, the demolition of the Arbor 22 unit assisted living wing, conversion and renovation of the Pavilion from 36 assisted living units into 35 assisted living memory care units, including the reimbursement of prior capital expenditures incurred by the Corporation as part of the foregoing (ii) refunding all or a portion of the Refunded Bonds, (iii) funding a debt service reserve fund for the Series 2017 Bonds, (iv) funding capitalized interest for the payment of interest on a portion of the Series 2017 Bonds, and (v) paying costs of issuance of the Series 2017 Bonds.



SECTION 4. Determinations by City Council. The City Council hereby determines:

(a) that the City is a “public hospital agency” as defined in Section 140.01(B), Ohio Revised Code; that, based solely on the representations of Graceworks Lutheran Services, Graceworks Lutheran Services is a “nonprofit hospital agency” as defined in Section 140.01(C), Ohio Revised Code; that, based solely on the representations of Graceworks Lutheran Services, the 2017 Project is “hospital facilities” as defined in Section 140.01(E), Ohio Revised Code; that the City has the authority to acquire title to the 2017 Project pursuant to Section 140.03(B)(1), Ohio Revised Code; and that the City may lease Bethany Village and the Bethany Village Projects pursuant to Section 140.05(E), Ohio Revised Code;

(b) that the actions authorized by this Bond Legislation will serve the public purpose of better providing for the health and welfare of the people of the State and the residents of the City by enhancing the availability, efficiency and economy of “hospital facilities” and the services rendered thereby and of providing efficient operation of “hospital facilities” to provide health care services to the residents of the City which are available to the general public without discrimination by reason of race, creed, color or national origin; and

(c) that the Bond Indenture, Bond Purchase Agreement, Amended and Restated Lease, Tax Certificate and Escrow Deposit Agreement provided for in Sections 6, 8, 11 and 12 hereof will promote the public purpose set forth in subsection (b) above and in Section 140.02 of the Ohio Revised Code, are authorized under Sections 140.03

and 140.05 of the Ohio Revised Code, and the execution and delivery thereof will duly benefit the City.

**SECTION 5. Terms and Provisions of the Series 2017 Bonds.**

(a) **General.** The Series 2017 Bonds shall be issued and secured under the terms of the Bond Indenture. The Series 2017 Bonds shall be (A) designated “Health Care Improvement and Refunding Revenue Bonds, Series 2017 (Graceworks Lutheran Services)”, (B) issued only in fully registered form, substantially as set forth in Exhibit A to the Bond Indenture, (C) numbered in such manner as determined by the Manager of the City of Centerville, Ohio (the “City Manager”) and the Director of Finance of the City of Centerville, Ohio (the “Fiscal Officer”) to distinguish each Series 2017 Bond from any other Series 2017 Bond, (D) dated as of the date of the issuance and delivery of the Series 2017 Bonds, (E) bear interest payable semi-annually on May 1 and November 1, commencing November 1, 2017, (F) signed by the Mayor and by the Fiscal Officer, provided that one or both of such signatures may be a facsimile, and (G) in the denominations of \$5,000 or any integral multiple thereof.

(b) **Principal Maturities and Interest Rates.** The Series 2017 Bonds shall mature on November 1 in the years and in the principal amounts to be determined by the City Manager and the Fiscal Officer in the Bond Purchase Agreement; provided, that the last principal payment date shall not be later than November 1, 2052. The Series 2017 Bonds shall 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 dated date, at the rates per annum to be determined by the City Manager and the Fiscal Officer in the Bond Purchase Agreement.



(c) Mandatory Sinking Fund Redemption. The Series 2017 Bonds of one or more maturities may be subject to mandatory redemption prior to maturity, in accordance with the mandatory sinking fund requirements of the Bond Indenture, on the dates and in the amounts to be determined by the City Manager and the Fiscal Officer in the Bond Purchase Agreement.

(d) Optional Redemption. The Series 2017 Bonds shall be subject to optional redemption prior to maturity, in accordance with the provisions of the Bond Indenture, on the dates, in the years and at the redemption prices (expressed as a percentage of the principal amount to be redeemed), plus accrued interest to the redemption date, to be determined by the City Manager and the Fiscal Officer in the Bond Purchase Agreement; provided that the earliest optional redemption date for Series 2017 Bonds shall not be later than November 1, 2027 and the redemption price for the earliest optional redemption date shall not be greater than 103%.

The Series 2017 Bonds shall be initially issued in the name of The Depository Trust Company (“DTC”) or its nominee, as registered owner, immobilized in the custody of DTC or its designated agent, and shall be transferable or exchangeable in accordance with the Bond Indenture.

**SECTION 6. Sale of the Series 2017 Bonds; Disclosure Statement.**

(a) The Series 2017 Bonds are awarded and sold to Cain Brothers & Company, LLC (the “Original Purchaser”) in accordance with the terms of this Bond Legislation and the Bond Purchase Agreement at a purchase price of not less than 95% of the aggregate principal amount of the Series 2017 Bonds. The purchase price may be

allocated among the Series 2017 Bonds as determined by the City Manager and the Fiscal Officer in the Bond Purchase Agreement.

The City Manager and the Fiscal Officer are authorized and directed to determine the terms and provisions of the Series 2017 Bonds and the sale of the Series 2017 Bonds in accordance with the provisions of this Bond Legislation and the Bond Purchase Agreement. Those determinations shall include the aggregate principal amount of the Series 2017 Bonds, the purchase price for the Series 2017 Bonds, the interest rates to be borne by the Series 2017 Bonds and the redemption provisions applicable to the Series 2017 Bonds. The City Manager and the Fiscal Officer in the Bond Purchase Agreement may determine such other matters regarding the Series 2017 Bonds as permitted by this Bond Legislation, the Bond Indenture and the Act.

The City Manager and the Fiscal Officer are also hereby authorized and directed to execute and deliver on behalf of the City the Bond Purchase Agreement, between the City and the Original Purchaser, in substantially the form now on file with the Clerk. That form is hereby approved with such changes therein as are not inconsistent with this Bond Legislation and not materially adverse to the City as may be permitted by the Act and shall be approved by the officers of the City executing the Bond Purchase Agreement. The approval of any changes, and that such changes are not materially adverse to the City, shall be conclusively evidenced by the execution of the Bond Purchase Agreement by the City Manager and the Fiscal Officer. The City Manager and the Fiscal Officer are authorized to make the necessary arrangements on behalf of the City to establish the date, location, procedure and conditions for the delivery of the Series 2017 Bonds to the Original Purchaser. Those officers are further authorized to take all

actions necessary to effect due execution, authentication and delivery of the Series 2017 Bonds under the terms of this Bond Legislation, the Bond Purchase Agreement and the Bond Indenture.

It is determined by this Council that the purchase price for and the terms of the Series 2017 Bonds, and the sale thereof, all as provided in this Bond Legislation, the Bond Purchase Agreement and the Bond Indenture, are in the best interest of the City and Graceworks Lutheran Services and are in compliance with all legal requirements.

(b) The City Manager and the Fiscal Officer are each authorized and directed, on behalf of the City and in their official capacities, to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement relating to the original issuance of the Series 2017 Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the City as of its date or is a final official statement for purposes of paragraph (b) of Securities and Exchange Commission Rule 15c2-12, (iii) 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 Series 2017 Bonds, and (iv) complete and sign those official statements and any supplements thereto as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of those official statements and any supplements, as they may deem necessary or appropriate.

Except as may be described in the Bond Purchase Agreement, the City has not confirmed, shall not confirm, and assumes and shall assume no responsibility for, the



accuracy, sufficiency or fairness of any statements in the Preliminary Official Statement or the Official Statement or any amendments thereof or supplements thereto, or in any reports, financial information, offering or disclosure documents or other information relating to DTC, Graceworks Lutheran Services or the Original Purchaser or their respective histories, businesses, properties, organizations, management, operations, financial conditions, market shares or any other matter.

The City Manager and the Fiscal Officer are each authorized to furnish such information, to execute such instruments and to take such other action on behalf of the City in cooperation with the Original Purchaser as may be reasonably requested to qualify the Series 2017 Bonds for offer and sale under Blue Sky or other securities laws and regulations and to determine their eligibility for investment under the laws and regulations of such states and other jurisdictions of the United States as may be designated by the Original Purchaser, provided, however, that the City shall not be required to register as a dealer or broker in any such state or jurisdiction or consent to general service of process in any jurisdiction.

SECTION 7. Application of Proceeds of Series 2017 Bonds; Creation of Accounts. The Proceeds of the sale of the Series 2017 Bonds shall be allocated and deposited as provided in the Bond Indenture.

SECTION 8. Refunding of the Refunded Bonds; Escrow Deposit Agreement. The City Manager and the Fiscal Officer are authorized and directed to execute and deliver on behalf of the City the Escrow Deposit Agreement between the City and The Bank of New York Mellon Trust Company, N.A., or any successor to The Bank of New York Mellon Trust Company, N.A., as Escrow Trustee (the "Escrow Trustee"), in

substantially the form now on file with the Clerk. That form of Escrow Deposit Agreement is hereby approved with such changes therein not materially adverse to the City as may be permitted by the Bond Indenture and the Act and approved by the officers of the City executing the Escrow Deposit Agreement. The approval of any changes, and that such changes are not materially adverse to the City, shall be conclusively evidenced by the execution of the Escrow Deposit Agreement by the City Manager and the Fiscal Officer.

The Refunded Bonds shall be redeemed on the date or dates established by the City Manager and the Fiscal Officer in the Bond Purchase Agreement.

The Fiscal Officer of the City is hereby authorized to make arrangements with the Bond Trustee for the irrevocable call for optional redemption of the Refunded Bonds, which irrevocable call for redemption is hereby authorized at the redemption price of 100% of the principal amount to be redeemed plus accrued interest to the redemption date. The Bond Trustee is hereby authorized and directed to call the Refunded Bonds for optional redemption pursuant to and in accordance with the terms of the Refunded Bonds, the 2007A Indenture (with respect to the Series 2007A Bonds), the 2007B Indenture (with respect to the Series 2007B Bonds) and the Escrow Deposit Agreement. The Fiscal Officer of the City is hereby authorized to execute and deliver such documents, instruments and certificates as may be necessary to accomplish such redemption of the Refunded Bonds or provide for the investment or reinvestment of the related escrow securities, all pursuant to the 2007A Indenture, the 2007B Indenture and the Escrow Deposit Agreement.

SECTION 9. Security for the Series 2017 Bonds. The payment of debt service charges on the Series 2017 Bonds shall be secured as provided in and permitted by the Bond Indenture. The Series 2017 Bonds do not constitute a debt, or a pledge of the faith and credit, of the City, the State or any other political subdivision of the State, and holders or owners of the Series 2017 Bonds have no right to have taxes levied by the General Assembly of Ohio or the taxing authority of any political subdivision of the State to pay debt service charges on the Series 2017 Bonds. The Series 2017 Bonds shall be special obligations of the City payable solely from the revenues and funds pledged as provided by or permitted in the Bond Indenture and any amounts received by the Bond Trustee pursuant to one or more Master Obligations issued by Graceworks Lutheran Services under the Master Trust Indenture. Each Series 2017 Bond shall contain a statement to that effect; provided, however, that nothing herein or in the Series 2017 Bonds or the Bond Indenture shall be deemed to prohibit the City, of its own volition, from using to the extent it is lawfully authorized to do so, any other resources or revenues for the fulfillment of any of the terms, conditions or obligations of the Bond Indenture or the Series 2017 Bonds.

SECTION 10. Covenants of City. In addition to the other covenants and agreements of the City in this Bond Legislation, the Bond Purchase Agreement and the Bond Indenture, the City, by issuance of the Series 2017 Bonds, covenants and agrees with the owners thereof that:

(a) The City will use the proceeds of the Series 2017 Bonds as provided in the Bond Indenture, the Tax Certificate (hereafter defined) and the Escrow Deposit Agreement;



(b) The City will segregate, for accounting purposes, the revenues and the funds established under the Bond Indenture from all other revenues and funds of the City;

(c) The Clerk, or other appropriate officer of the City, will furnish to the Original Purchaser and to the Bond Trustee true transcripts of proceedings, certified by the Clerk or other officer, of all proceedings had with reference to the issuance of the Series 2017 Bonds together with such information from the City's records as is necessary to determine the regularity and validity of such issuance;

(d) The City will, at any and all times, cause to be done all such further acts and things and cause to be executed and delivered all such further instruments as may be necessary to carry out the purposes of the Series 2017 Bonds, the Bond Indenture and the Escrow Deposit Agreement, or as may be required by the Act and will comply with all requirements of law applicable to the City and to the Series 2017 Bonds;

(e) The City will observe and perform all of its agreements and obligations provided for by the Series 2017 Bonds;

(f) The City will restrict the use of the Proceeds of the Series 2017 Bonds in such manner and to such extent, if any, as may be necessary so that the Series 2017 Bonds will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"). The City Manager or the Fiscal Officer, or any other officer of the City having responsibility for the issuance of the Series 2017 Bonds will give appropriate certificates of the City, for inclusion in the transcripts of proceedings for the Series 2017 Bonds, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2017 Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances

relevant to the tax treatment of interest on the Series 2017 Bonds (the "Tax Certificate");  
and

(g) The City (i) will take or cause to be taken such actions which may be required of it for the interest on the Series 2017 Bonds to be and remain excluded from gross income for federal income tax purposes, and (ii) 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, (A) apply the proceeds of the Series 2017 Bonds to the governmental purposes of the borrowing, (B) restrict the yield on investments acquired with those proceeds, (C) make timely payments to the United States, (D) maintain books and records and make calculations and reports, and (E) 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 City Manager or the Fiscal Officer, and any other appropriate officers of the City, are each hereby authorized to take any and all actions, make calculations and payments, and make or give reports and certifications, as may be appropriate to assure such exclusion of that interest.

SECTION 11. Bond Indenture and Amended and Restated Lease. The City Manager and the Fiscal Officer are hereby authorized, in the name of and on behalf of the City, to execute and deliver (a) the Bond Indenture to the Bond Trustee, and (b) the Amended and Restated Lease to Graceworks Lutheran Services, each substantially in the form now on file with the Clerk. These forms of the Bond Indenture and the Amended and Restated Lease are hereby approved with such changes therein as are not inconsistent with this Bond Legislation and not materially adverse to the City as may be permitted by the Act and shall be approved by the officers executing the Bond Indenture and the

Amended and Restated Lease. The approval of any changes, and that such changes are not materially adverse to the City, shall be conclusively evidenced by the execution of the Bond Indenture and the Amended and Restated Lease by the City Manager and the Fiscal Officer.

SECTION 12. Other Documents. The Mayor, City Manager, the Fiscal Officer, the Municipal Attorney and/or the Clerk are each separately authorized, as appropriate, and directed to execute and deliver any agreements, certificate, financing statements, assignments, instruments and other documents which are necessary or appropriate to perfect the assignments set forth in the Bond Indenture and to consummate the transactions contemplated in this Bond Legislation, the Bond Indenture, the Amended and Restated Lease, the Bond Purchase Agreement, the Tax Certificate and the Escrow Deposit Agreement.

SECTION 13. Applicable Elected Representative Approval. Reasonable notice of a public hearing regarding the issuance of the Series 2017 Bonds having been given and such public hearing having been held, we grant our approval as the “applicable elected representative”, as defined in Section 147(f) of the Code, to the issuance of the Series 2017 Bonds.

SECTION 14. Elections. The City Manager or the Fiscal Officer of the City or any other officer or employee of the City having responsibility for issuance of the Series 2017 Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with respect to the Series 2017 Bonds as the City is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections



provided for in Section 148(f)(4)(C) of the Code or available under Sections 148 and 150 of the Code and the applicable regulations thereunder, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Series 2017 Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer or employee, which action shall be in writing and signed by the officer or employee, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the City, as may be appropriate to assure the exclusion of interest from gross income for federal income tax purposes and the intended tax status of the Series 2017 Bonds, and (c) to give one or more appropriate certificates of the City, for inclusion in the transcripts of proceedings for the Series 2017 Bonds, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2017 Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Series 2017 Bonds.

SECTION 15. Compliance with Open Meeting Law. It is found and determined that all formal actions of this Council concerning and relating to the passage of this Bond Legislation were taken 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 actions, were in meetings open to the public, in compliance with the law.

SECTION 16. Effective Date. This Bond Legislation shall become effective and be in full force and effect upon its adoption in accordance with Section 5.05 of the Charter of the City and be reason of Sections 5.05 and 8.11 of the Charter, this Bond Legislation shall not stand repealed as of the 75th day after its adoption.

ADOPTED this 17<sup>th</sup> day of April, 2017.



Mayor of the City of  
Centerville, Ohio

Attest: Cain R. Andrews

Clerk of Council  
City of Centerville, Ohio



CERTIFICATE

The undersigned, Clerk of Council of the City of Centerville, Ohio, hereby certifies the foregoing to be a true and correct copy of Emergency Ordinance No. 11-17, passed by the Council of the City of Centerville, Ohio on the 17<sup>th</sup> day of April, 2017.

  
Cain R. Andrews  
Clerk of Council

Approved as to form, consistency with the  
Charter and Constitutional Provisions.  
Department of Law  
Scott A. Liberman  
Municipal Attorney