

MUNICIPALITY OF CENTERVILLE, OHIO

EMERGENCY ORDINANCE NO. 25-83

AN ORDINANCE INDICATING INTENT TO ISSUE INDUSTRIAL DEVELOPMENT REVENUE BONDS FOR THE REMODELING AND EXPANSION OF A COMMERCIAL FACILITY WITHIN THE MUNICIPALITY OF CENTERVILLE, OHIO, AND DECLARING AN EMERGENCY

WHEREAS, The Kroger Co. (the "Company"), and/or its assigns, intends to remodel and expand a commercial supermarket facility (the "Project") in the Municipality of Centerville, Ohio (the "Municipality"); and

WHEREAS, such remodeling and expansion will create jobs and employment opportunities in and will improve the economic welfare of the people of the Municipality; and

WHEREAS, the Company has evidenced a desire to have the remodeling and expansion financed from the proceeds of approximately \$1,525,000 of Industrial Development Revenue Bonds of the Municipality (the "Bonds"), issued pursuant to the authority of Article VIII, Section 13, of the Ohio Constitution and Chapter 165 of the Ohio Revised Code; and

WHEREAS, Council has received from the Centerville Community Improvement Corporation, its agency pursuant to a plan prepared in accordance with Section 1724.10, Ohio Revised Code, a certification that the Project, as described in an application to the agency and incorporated by reference in such certification, is in accordance with the plan;

NOW, THEREFORE, THE MUNICIPALITY OF CENTERVILLE HEREBY ORDAINS:

1. The law firm of Taft, Stettinius & Hollister, Cincinnati, Ohio, is hereby appointed Bond Counsel in connection with the issuance of the Bonds, and is authorized to prepare the legal documents necessary therefor.

2. This ordinance is intended to be relied upon by the Company, which expects to complete the remodeling, furnishing and equipping of the Project as soon as possible.

3. Council, upon receipt of notice that the Bonds will be sold, will enact the necessary ordinances to proceed with the issuance of the Bonds, provided that the payment of the principal, interest, and premium (if any) on the Bonds shall be made solely from monies realized from the use, lease, sale or other disposition of the Project to be remodeled, furnished and equipped from the proceed of the Bonds. The Bonds shall have such terms as shall be approved by the Company, the purchaser or purchasers of the Bonds, the Director of Law, and Bond Counsel, and the Municipality will deliver the Bonds to the purchaser or purchasers thereof and will cooperate to the fullest extent in consummating the transaction.

4. All wages paid to laborers and mechanics employed with respect to the Project shall be paid at the prevailing rates of wages of laborers and mechanics for the class of work called for by the Project, which wages shall be determined in accordance with the requirements of Chapter 4115, Ohio Revised Code, for determination of prevailing wage rates; provided that, if the Company or other nonpublic user beneficiary undertakes, as a part of the Project, construction to be performed by its regular bargaining unit employees who are covered under a collective bargaining agreement which was in existence prior to the effective date of this Ordinance, the rate of pay provided under the applicable collective bargaining agreement may be paid to such employees. To the extent required by Section 4115.032 of the Ohio Revised Code, the Company shall comply, and shall require compliance by all contractors or subcontractors working on the Project, with all applicable requirements of Sections 4115.03 through 4115.16 of the Ohio Revised Code, including, without implied limitation, obtaining or causing to be obtained from the Ohio Department of Industrial Relations ("Department") its determination of the prevailing rates of wages to be paid for the class of work called for by the Project and requesting it to designate a prevailing wage coordinator ("Coordinator") for the Project, pursuant to Section 4115.032 of the Ohio Revised Code. Prior to issuance of the Bonds, the Company shall be required to provide the Issuer with evidence that it has complied with the foregoing agreements. In the event of failure or refusal by the Department to designate a Coordinator for the Project within thirty days of receipt of such request, the Issuer shall designate one of its employees to act as the interim Coordinator for the Project until the Department designates a Coordinator, and the cost of such employee's services, based upon the time of such employee expended in performing such services at his or her usual rate of compensation, shall upon demand be reimbursed to the Issuer by the Company.

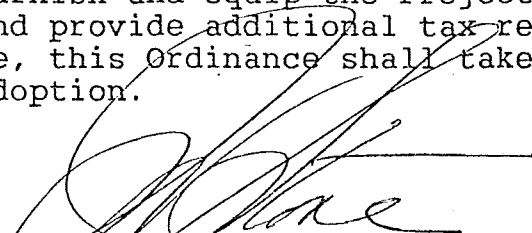
5. In order to induce Council to pass this ordinance and ultimately to issue the Bonds, the Company hereby agrees to defend, indemnify and hold the Municipality and any and all officials thereof harmless against any and all loss, cost, expense, claims or actions arising out of or connected with the passage of this ordinance and the consummation of the transactions provided for herein and contemplated hereunder, including the preparation of proceedings for, and the issuance, sale or delivery of, the Bonds.

6. This ordinance constitutes an affirmative official action of this Council toward the issuance of the Bonds as contemplated herein in accordance with the purposes of the laws of the State of Ohio and United States Treasury Regulation Section 1.103-8(a)(5).

7. Council hereby finds and determines that all formal actions relative to the adoption of this ordinance were taken in an open meeting of this Council, and that all deliberations of this Council and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

8. This Ordinance is hereby declared to be an emergency measure necessary to provide for the immediate preservation of the public peace, property, health or safety, the emergency being the urgent necessity of inducing the Company to remodel, expand, furnish and equip the Project and thus alleviate unemployment and provide additional tax revenues to the Municipality) wherefore, this Ordinance shall take effect immediately upon its adoption.

PASSED: November 21 1983



Presiding Officer

Attest: Marilyn J. Searles
Clerk of Council

CERTIFICATE

I, Marilyn J. McLaughlin, Clerk of Council of the Municipality of Centerville, Ohio, do hereby certify that the foregoing is a true and correct copy of Ordinance No. 25-83, passed by the Council of said Municipality on the 21st day of November, 1983.

WITNESS my hand at Centerville, Ohio, this 21st day of November, 1983.

Marilyn J. McLaughlin
Clerk