

RESOLUTION NO. 47-19
CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCILMEMBER Jeanne Rau ON THE 15th
DAY OF July, 2019.

A RESOLUTION AUTHORIZING AND DIRECTING THE CITY MANAGER TO ENTER INTO A FEE ENGAGEMENT AGREEMENT WITH DINSMORE & SHOHL LLP FOR SPECIAL LEGAL COUNSEL SERVICES TO ACT AS DISCLOSURE AGENT WITH RESPECT TO FILING OF CONTINUING DISCLOSURE MATERIAL.

WHEREAS, the City of Centerville desires to engage special counsel to assist the City with the submittal of annual financial information and operating data, if such requirements are applicable, to the Municipal Securities Rulemaking Board (MSRB) through the Electronic Municipal Market Access system (EMMA); and

WHEREAS, Dinsmore & Shohl LLP has the ability to provide such legal services on an "as needed" basis; and

WHEREAS, it is the desire of the City to retain Dinsmore & Shohl LLP on an "as needed" basis for these services.

NOW THEREFORE, THE MUNICIPALITY OF CENTERVILLE HEREBY RESOLVES:

Section 1. That the City Manager is hereby authorized to execute a contract or engagement with Dinsmore & Shohl LLP to act as Disclosure Agent and provide for the filing of continuing disclosure material services to the City of Centerville upon the basis of its Engagement Letter dated June 27, 2019 and attached hereto as exhibit "A".

Section 2. That this Resolution is to take effect at the earliest date allowed by law.

PASSED THIS 15th day of July, 2019.



Mayor of the City of
Centerville, Ohio

ATTEST:

Carin 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 Resolution No. 47-19, passed by the Council of the City of Centerville, Ohio on the 15th day of July, 2019.

Carin R. Andrews

Clerk of the Council

Approved as to form, consistency
with existing ordinances, the
charter & constitutional provisions
Department of Law
Scott A. Liberman
Municipal Attorney



Legal Counsel.

DINSMORE & SHOHL LLP
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Cincinnati, OH 45202
www.dinsmore.com

Brenda A. Wehmer
(513) 639-9217 (direct) ^ (513) 977-8141 (fax)
brenda.wehmer@dinsmore.com

June 27, 2019

City of Centerville
100 West Spring Valley Road
Centerville, Ohio 45458

Re: Engagement with Respect to Filing of Continuing Disclosure Material

Dear Wayne:

Dinsmore & Shohl LLP ("Dinsmore") has been asked to serve as Disclosure Agent to the City of Centerville (the "City") with respect to obligations that have or may be issued by the City from time to time if such obligations are subject to SEC Rule 15c2-12. Upon engagement, Dinsmore will submit annual financial information and operating data, if such requirements are applicable, to the Municipal Securities Rulemaking Board (MSRB) through the Electronic Municipal Market Access system (EMMA). This letter is to describe our services, responsibilities and fees.

Scope of Engagement and Duties to Be Performed

In our limited role as Disclosure Agent, our chief function will be to timely transmit the required financial and or operating data prepared by the City and required to be made public, on an annual basis to the Securities and Exchange Commission (the "SEC") and the Municipal Securities Rulemaking Board (the "MSRB") through the Electronic Municipal Market Access system ("EMMA") as required by the City's Continuing Disclosure Certificate(s). Please note that the City is responsible for assembling the required information in a timely fashion so that it is in compliance with the provisions of the Certificate(s). In our role as Disclosure Agent, we will not assume or undertake responsibility for the preparation of any disclosure document with respect to the City's Obligations, nor are we responsible for performing an independent investigation to determine the accuracy, completeness or sufficiency of any such document. We will however, assist the City in the preparation of such a document.

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In addition to annual information, the Securities and Exchange Commission (the "SEC") requires a Material Event Notice to be filed with EMMA when a designated material event occurs. Attached is a list of occurrences that constitute a material event and other information regarding the filing of a Material Event Notice.

Dinsmore will make the annual financial and operating filings that are required in the City's Continuing Disclosure Certificate but will not automatically assume responsibility for filing a Material Event Notice. Upon the occurrence of a Material Event the City must contact Dinsmore in a timely manner and provide the necessary information for Dinsmore to make a Material Event Notice filing on the City's behalf.

Furthermore, we assume that we will have the full cooperation of the appropriate officials of the City and any others necessary to successfully complete the annual filing requirement and Material Event Notices, as needed.

Compensation

With respect to annual financial and operating filings our fees will be billed at \$1,350 per each annual filing, including the filing of supplemental audits as they become available from the Ohio Auditor of State. The fee for the preparation and filing of a Material Event Notice will be \$250 per filing. We will submit an invoice to you accompanied by the filing receipt and document after each filing is made.

Documents and Files

Our own files, including lawyer work product, pertaining to any particular filing will be retained by us. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to dispose of any documents or other materials retained by us after a filing covered by this engagement letter. Receipts and copies of the documents filed will be furnished to you to retain for your records.

Miscellaneous

Representation during a subsequent Securities and Exchange Commission investigation is beyond the scope of this engagement letter. In the event of questions raised by the Securities and Exchange Commission, we would represent you, if you request, during the investigation, subject to a supplemental engagement letter and at our standard hourly rates. You would also have the option to retain separate counsel to represent you during such an investigation; assistance we might be called upon to render to such separate counsel would also be charged at our standard hourly rates.

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If the foregoing terms are satisfactory to you, please indicate by returning the enclosed copy of this letter signed by an authorized person, retaining the original for your files.

Very truly yours,

DINSMORE & SHOHL LLP



Brenda A. Wehmer, Esq.

Accepted and Agreed to this
____ day of _____, 2019

City of Centerville

By: _____

Name: _____

Title: _____

Approved as to form, consistency
with existing ordinances, the
charter & constitutional provisions.

Department of Law
Scott A. Liberman
Municipal Attorney

Material Events

- (a) Principal and interest payment delinquencies;
- (b) Non-payment related defaults, if material;
- (c) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (d) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (e) Substitution of credit or liquidity providers, or their failure to perform;
- (f) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax-exempt status of the security;
- (g) Modifications to rights of security holders, if material;
- (h) Bond calls, if material, and tender offers (except for mandatory scheduled redemptions not otherwise contingent upon the occurrence of an event);
- (i) Defeasances;
- (j) Release, substitution or sale of property securing repayment of the securities, if material;
- (k) Rating changes;
- (l) Bankruptcy, insolvency, receivership or similar event of the obligated person (Note: For the purposes of this event, the event is considered to occur when any of the following occur: The appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having

supervision or jurisdiction over substantially all of the assets or business of the obligated person);

(m) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(n) Appointment of a successor or additional trustee or the change of name of a trustee, if material;

(o) The incurrence of a material financial obligation of the Issuer or obligated person, or agreement to covenants, events of default, remedies, priority rights or other similar terms of a financial obligation of the issuer or obligated person, any of which affect security holders, if material; and

(p) The default, event of acceleration, termination event, modification of terms or other similar events under the terms of a financial obligation of the issuer or obligated person, any of which reflect financial difficulties.