The following Ordinances and Resolutions were approved by Rittman City Council at a Regular Meeting of Council held Monday, May 9, 2016 at 7:00 p.m. in Council Chambers.

Davon Legal Block, Inc. Form No. 30043

Ordinance No. 7956 Passed May 9, 20 16

Ord. No. 7956

AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF $605,000 FOR THE PURPOSE OF REFUNDING AT A LOWER INTEREST COST CERTAIN OF THE CITY'S OUTSTANDING SEWERAGE SYSTEM FIRST MORTGAGE REVENUE BONDS, SERIES 1993, DATED AS OF OCTOBER 18, 1993, AND DECLARING AN EMERGENCY.

WHEREAS, pursuant to Ordinance No. 6608, passed on October 11, 1993 (the Original Bond Legislation), there were issued $1,285,000 Sewerage System First Mortgage Revenue Bonds, Series 1993 (the Series 1993 Bonds), dated October 18, 1993, for the purpose stated in Section 1, which bonds are currently outstanding in the aggregate principal amount of $601,900 and will mature on October 15 in the years 2016 through 2032 (collectively, the Outstanding Bonds); and

WHEREAS, this Council finds and determines that it is necessary and in the best interest of the City to refund at a lower interest cost all of the Outstanding Bonds (the Refunded Bonds); and

WHEREAS, this Council finds and determines that it is necessary and in the best interest of the City to issue the Bonds described in Section 1 to provide funds sufficient for that purpose, including the payment of expenses properly allocable to that refunding and to the issuance of the Bonds; and

WHEREAS, the Finance Director, as fiscal officer of the City, has certified to this Council that the estimated life or period of usefulness of the improvement described in Section 1 was, at the time the Refunded Bonds were issued, at least five years, and the estimated maximum maturity of the Bonds described in Section 1 is not later than October 15, 2032, the final maturity of the Refunded Bonds;

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Rittman, Medina and Wayne Counties, Ohio, that:

Section 1. It is necessary to issue bonds of the City in an aggregate principal amount not to exceed $605,000 for the purpose of refunding at a lower interest cost certain of the City's outstanding Sewerage System First Mortgage Revenue Bonds, Series 1993, dated as of October 18, 1993, which were issued for the purpose of promoting and protecting the public health and welfare and complying with environmental requirements, to improve the sewerage system of the City by providing improved wastewater treatment facilities and constructing and rehabilitee sewers, together with the acquisition of real estate (the Bonds). The principal amount of the Bonds to be issued shall be the amount certified by the Finance Director in the certificate awarding the Bonds and setting certain terms thereof pursuant to Section 7 (the Certificate of Award). The Bonds shall be designated "Sewerage System Refunding Bonds, Series 2016" or otherwise as determined by the Finance Director in the Certificate of Award, shall be issued in one lot, and shall be issued only as fully registered bonds.

The Bonds shall bear interest (computed on the basis of a 360-day year consisting of 12 30-day months, unless otherwise determined by the Finance Director in the Certificate of Award), payable on June 30 and December 30 (or such other semiannual dates or annual dates as determined by the Finance Director in the Certificate of Award) of each year (the Interest Payment Dates), commencing on the initial Interest Payment Date determined by the Finance Director in the Certificate of Award (which initial Interest Payment Date shall not be later than one year from the issuance date of the Bonds), until the principal amount has been paid or provided for. As referred to herein, Principal Payment Dates means December 30 (or such other semiannual dates or annual date as determined by the Finance Director in the Certificate of Award) in each of the

years in which principal on Bonds is payable, in each of the years 2016 through 2020 (or such other annual years as are determined by the Finance Director in the Certificate of Award, the latest of which shall not be later than 2032).

The Bonds shall be dated as of their issuance date or, as of such other date not more than 60 days prior to the issuance date as is determined by the Finance Director in the Certificate of Award. Any provision herein notwithstanding, the entire principal amount of the Bonds may be represented by a single certificate with multiple payments of principal listed on a principal payment schedule attached thereto.

The Bonds shall be issued in a denomination or denominations specified in the Certificate of Award, as may be reflected in the aforementioned principal payment schedule, but in no case as to a particular maturity date exceeding the principal amount of Bonds maturing on that date. The Bonds shall mature on such Principal Payment Dates and in such amounts as shall be determined by the Finance Director, subject to the provisions hereinbelow set forth, in the Certificate of Award, consistent with the Finance Director's determination of the best interest of and financial advantages to the City. The Bonds shall bear the rate or rates of interest per year as shall be determined by the Finance Director in the Certificate of Award. The 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 date.

The rate or rates of interest per year to be borne by any Bonds, and the principal amount of Bonds maturing on each Principal Payment Date, shall be such as to demonstrate net present value savings to the City due to the refunding of the Refunded Bonds, taking into account all expenses related to that refunding and issuance of the Bonds.

The Finance Director may adjust the Interest Payment Dates and Principal Payment Dates within the parameters set forth in this Section and based on the Finance Director's judgment as to the best interest of the City. Any adjustments made by the Finance Director pursuant to the authorizations set forth in this Section and this Ordinance shall be set forth in the Certificate of Award.

Section 2. The Bonds may be subject to redemption prior to stated maturity as follows:

(a) Optional Redemption. If determined by the Finance Director in the Certificate of Award to be advantageous to and in the best interest of the City, the Bonds specified in the Certificate of Award shall be subject to optional redemption by and at the sole option of the City, in whole on any date, at the redemption prices specified in the Certificate of Award (expressed as a percentage of the principal amount redeemed) plus, in each case, accrued interest to the redemption date, provided the redemption price for any optional redemption shall not be greater than 103%.

Bonds to be redeemed pursuant to this paragraph (a) shall be redeemed only upon written notice from the City to the Bond Registrar (as defined in Section 4), given upon the direction of this Council by enactment of a resolution or an ordinance. That notice shall specify the redemption date and the principal amount of each maturity of Bonds to be redeemed, and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as hereinafter provided, there shall be deposited with the Bond Registrar, on or prior to the redemption date, funds which, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus interest accrued to the redemption date, all of the redeemable Bonds for which notice of redemption has been given.

(b) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the City by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address then shown on the Bond Register maintained by the Bond Registrar. The failure of any registered owner of any Bond to be redeemed to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any other Bond.

(c) Payment of Redeemed Bonds. Notice having been mailed in the manner provided in paragraph (b) hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus interest accrued to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with interest accrued thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds, provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the City to the extent not required for the payment of the Bonds called for redemption.

Section 3. The Bonds shall be signed by the Municipal Manager and by the Finance Director, in the name of the City and in their official capacities, provided that either or both of those signatures may be a facsimile. The Bonds shall be delivered in the denominations and numbers requested by the Original Purchaser (as defined in Section 7) and approved by the Finance Director, shall be numbered as determined by the Finance Director, and shall express upon their faces the purpose, which may be in summary terms, for which they are issued and that they are and shall be issued pursuant to Chapter 133 of the Revised Code, this Ordinance and the Certificate of Award. No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings (for purposes of this Ordinance, meaning this Ordinance, the Certificate of Award, the Registrar Agreement (if any), and such other proceedings of the City, including the executed Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds) unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, this Ordinance. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the Finance Director on behalf of the City, or by the Finance Director if the Finance Director is to be the Bond Registrar pursuant to Section 4. The same person need not sign the certificate of authentication on all of the Bonds.

Section 4. As used herein, "Bond Registrar" means the person or entity appointed pursuant to this Section 4 as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds and until a successor Bond Registrar shall have become

such and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar. In the Certificate of Award, the Finance Director shall appoint the initial Bond Registrar, who may be the Finance Director; provided that, if the Bond Registrar is to be a bank or trust company: (a) the Finance Director shall first determine that said bank or trust company will not endanger the funds or securities of the City; and (b) the Finance Director shall sign and deliver, in the name and on behalf of the City, a Bond Registrar Agreement between the City and the Bond Registrar (the Registrar Agreement) after having obtained the approved of this Council of said Registrar Agreement; and (c) unless paid from other sources, the Finance Director shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

Section 5. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of a Bond shall be paid on each Principal Payment Date and interest shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register (as defined in Section 6) at the close of business on the 15th day preceding that Interest Payment Date; provided, however, that so long as the entire principal amount of the Bonds is represented by a single certificate, payment of principal and interest may be made by wire or check or draft mailed to the person in whose name the Bond was registered on the applicable date of payment, with presentation and surrender of said certificate to be made to the Bond Registrar after payment of principal and interest at final maturity.

Section 6. So long as any of the Bonds remain outstanding, the City will cause the Bond Registrar to maintain and keep, at an office satisfactory to the Finance Director and the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the Bond Register). Subject to the provisions of Section 5, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of this Resolution. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the City nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the City's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

Any Bond may be exchanged for Bonds of any authorized denomination upon presentation and surrender at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so, in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so, in a form satisfactory to the Bond Registrar. Upon exchange or transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations requested by the registered owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the City are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the City. In all cases of Bonds exchanged or transferred, the City shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Ordinance. The exchange or transfer shall be without charge to the registered owner, except that the City and Bond Registrar may make a charge sufficient to reimburse them for any tax or other

governmental charge required to be paid with respect to the exchange or transfer. The City or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of this Board, evidencing the same debt, and entitled to the same security and benefit under this Ordinance, as the Bonds surrendered upon that exchange or transfer. Neither the City nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing or (ii) any Bond selected for redemption, in whole or in part.

Section 7. The Bonds shall be sold by the Finance Director at private sale to Key Government Finance, Inc., or such other purchaser as identified in the Certificate of Award (the "Original Purchaser"), and in such manner as the Finance Director may determine to be in the best interests of and financial advantages to the City in light of conditions in the financial markets and related marketing factors, at not less than 97% of par, plus accrued interest on the Bonds from their date to the Closing Date, in accordance with law and the provisions of this Ordinance. The Finance Director is authorized to and shall sign and deliver the Certificate of Award. The Finance Director shall, in the Certificate of Award, *inter alia*, designate the interest rate or rates the Bonds shall bear, establish the purchase price of the Bonds, set the Interest Payment Dates and Principal Payment Dates and amounts, set any optional redemption provisions, and make all of the other designations herein authorized and directed to be made, all within the parameters set forth herein, and shall execute the Certificate of Award and shall cause the Bonds to be prepared, signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price. The Municipal Manager and the Finance Director are authorized, if it is determined to be in the best interest of the City, to combine the issue of Bonds with one or more other bond issues of the City into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated bond issue if appropriate and consistent with the terms of this Ordinance. The Municipal Manager, the Finance Director, the Clerk of Council, the Solicitor and other City officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance.

At the request of the Original Purchaser, the Finance Director may sign and deliver and enter into a Bond Purchase Agreement, on behalf of the City, in substantially the form as is now on file with the Finance Director. The Bond Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Ordinance and not substantially adverse to the City, and that are approved by the Finance Director on behalf of the City, all of which shall be conclusive evidence by the signing of the Bond Purchase Agreement or amendments thereto.

Section 8. This Council determines that it is necessary and in the best interest of the City to refund the Refunded Bonds. The Finance Director is authorized and directed to give, or cause to be given, written notice of the call for redemption, and the Refunded Bonds shall be redeemed in accordance with the Original Bond Legislation. The City covenants for the benefit of the holders of the Refunded Bonds and of the Bonds, that it will at no time on or after the closing date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

Section 9. The Huntington National Bank is hereby appointed as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds; provided, however, that the Finance Director is authorized to appoint a different Escrow Trustee in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the City and that proper procedures and safeguards are available for that purpose. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be

given in accordance with the Escrow Agreement. The Municipal Manager and the Finance Director shall sign and deliver, in the name and on behalf of the City, the Escrow Agreement between the City and the Escrow Trustee, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Ordinance and not substantially adverse to the City and that are approved by the Finance Director on behalf of the City, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The Finance Director shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement (including the fees and expenses of a mathematical verification agent to be appointed by the Finance Director in the Certificate of Award), except to the extent paid or reimbursed by the Original Purchaser, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

Section 10. There is created under the Escrow Agreement a trust fund designated the "City of Rittman Series 1993 Bonds Escrow Fund" which shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The Finance Director is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds and (ii) all of the proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the Finance Director. Those funds are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of principal of and interest on the Refunded Bonds as provided in the Escrow Agreement.

If U.S. Treasury Securities – State and Local Government Series are to be purchased for the Escrow Fund, the Original Purchaser and the Escrow Trustee are hereby specifically authorized to file, on behalf of the City, subscriptions for the purchase and issuance of those U.S. Treasury Securities – State and Local Government Series. If, in the judgment of the Finance Director, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to the City, the Finance Director or any other officer of the City, on behalf of the City and in the Finance Director's official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the Original Purchaser, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

Section 11. The proceeds from the sale of the Bonds (except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the Finance Director) shall be paid into the Escrow Fund as provided in Section 10. Any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the Finance Director, shall be paid into the proper fund or funds. Any

proceeds representing accrued interest shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

Section 12. There shall be levied on all the taxable property in the City, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. In each year to the extent the income from the City's waterworks system is available for the payment of debt charges on the Bonds and is appropriated for that purpose, the amount of such property tax shall be reduced by the amount of the income so available and appropriated. Furthermore, in each year the amount of such property tax shall be reduced by the amount of lawfully available municipal income taxes appropriated and to be applied to the payment of the debt charges on the Bonds in compliance with the following covenant. To the extent necessary, the debt charges on the Bonds shall be paid from municipal income taxes lawfully available therefor under the Constitution and laws of the State of Ohio; and the City hereby covenants, subject and pursuant to such authority, including particularly Sections 133.05(B)(7) and 5705.51(A)(5) and (D), Revised Code, to appropriate annually from such municipal income taxes such amounts, and to continue to levy and collect such municipal income taxes in such amounts, as are necessary to meet such annual debt charges. Nothing in this section in any way diminishes the irrevocable pledge of the full faith and credit and general property taxing power of the City to the prompt payment of the debt charges on the Bonds.

Section 13. The City covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest thereon will not be an item of tax preference under Section 57 of the Code.

The City further covenants that (a) it will take or cause to be taken such actions that may be required of them for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion and (c) it, or persons acting for them, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purposes of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The Finance Director, or any other officer of the City having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation (including specifically designation of the Bonds as "qualified tax-exempt obligations" if such designation is applicable and desirable), choice, consent, approval or waiver on behalf of the City with respect to the Bonds as the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the 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, which action shall be in writing and signed by the officer, (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 and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the City, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the 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 Bonds.

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt charges on which is paid from proceeds of the Bonds (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Bonds from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this Section to take with respect to the Bonds.

Section 14. The Clerk of Council is directed to deliver or cause to be delivered a certified copy of this Ordinance and a signed copy of the Certificate of Award to the County Auditors of Medina and Wayne Counties.

Section 15. This Council determines that all acts and conditions necessary to be performed by the City or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the City have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 12) of the City are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 16. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services, whether or not the Bonds are ever issued. The Finance Director is authorized and directed, to the extent they are not paid by the Original Purchaser, to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

Section 17. This Council finds and determines that all formal actions of this Council and any of its committees concerning and relating to the passage of this Ordinance were taken in an open meeting of this Council or its committees, and that all deliberations of this Council and any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

Dayton Legal Blank, Inc. Form No. 30043

Ordinance No. 7956 Passed May 9 20 16

Section 18. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health, and safety of the City, and for the further reason that this Ordinance is required to be immediately effective in order to enable the City to sell the Bonds, which is necessary to enable the City to refund at a lower interest cost the Refunded Bonds upon terms in the best interest of and advantageous to the City and thereby to achieve interest rate savings available under current favorable market conditions; wherefore, this Ordinance shall be in full force and effect immediately upon its passage, provided it receives the affirmative vote of at least two-thirds (2/3) of the members elected to Council, otherwise it shall take effect and be in force from and after the earliest period allowed by law.

Passed: May 9, 2016

William J. Robinson
Mayor

Attest: Barbara Brooks
Clerk of Council

FISCAL OFFICER'S CERTIFICATE

To the Council of the City of Rittman, Ohio:

As fiscal officer of the City of Rittman, Ohio, (the City), I certify in connection with your proposed issue of bonds in the maximum principal amount of $605,000 (the Bonds) for the purpose of refunding at a lower interest cost certain of the City's outstanding Sewerage System First Mortgage Revenue Bonds, Series 1993, dated October 18, 1993 (the Series 1993 Bonds), which were issued for the purposes of promoting and protecting the public health and welfare and complying with environmental requirements, to improve the sewerage system of the City by providing improved wastewater treatment facilities and constructing and rehabilitee sewers, together with the acquisition of real estate, that:

1. The estimated life or period of usefulness of the improvement described above was, at the time of issuance of the Refunded Bonds, at least five years.

2. The estimated maximum maturity of the Bonds, calculated in accordance with Sections 133.20 and 133.34(A)(3) of the Revised Code, is not later than October 14, 2032, which is the final maturity date for the Refunded Bonds and was calculated consistently with the provisions of Section 133.20 of the Revised Code.

Dated: May 9, 2016

Pam Kerner

Finance Director
City of Rittman, Ohio

Dayton Legal Blank, Inc. Form No. 30043

Ordinance No. 7957 Passed May 9, 20 16

ORDINANCE NO. 7957

AN ORDINANCE OF THE COUNCIL OF THE CITY OF RITTMAN, OHIO, AUTHORIZING THE MUNICIPAL MANAGER TO SOLICIT QUOTES FOR THE RENEWAL FOR ERRORS AND OMISSIONS COVERAGE, FOR ALL MEMBERS OF THE FIRE DEPARTMENT, PROPERTY AND CASUALTY, AUTO, GENERAL LIABILITY, AMBULANCE MALPRACTICE INSURANCE, LAW ENFORCEMENT LIABILITY AND PUBLIC OFFICIALS INSURANCE FOR A PERIOD OF ONE (1) YEAR COMMENCING JUNE 1, 2016 AND TO ENTER INTO AGREEMENTS FOR THE SAME, AND DECLARING AN EMERGENCY.

WHEREAS, the Municipal Manager, pursuant to law, is in the process of, has or will secure quotes for general insurance coverage; and

WHEREAS, the current coverage expires May 31, 2016; and

WHEREAS, underwriters for coverage submit proposals within 30 days of the lapse date making time of the essence in obtaining coverage for errors and omissions for all members of the fire department, property and casualty, auto, general liability, ambulance malpractice insurance, law enforcement liability and public officials insurance.

NOW, THEREFORE, be it ordained by the Council of the City of Rittman, Counties of Wayne and Medina and State of Ohio, three-fourths of all members elected or appointed thereto concurring:

SECTION ONE.

That the Municipal Manager be and is hereby authorized to accept the best rates for the renewal of errors and omissions coverage for all members of the fire department, property and casualty, auto, general liability, ambulance malpractice insurance, law enforcement liability and public officials insurance, pursuant to a contract as the Municipal Manager in his judgment deems best for cost and coverage.

RECORD OF ORDINANCES

Dayton Legal Blank, Inc. Form No. 30043

vnce No. 7957 Passed MAY 09, 20 16

SECTION TWO.

That because of the immediate need to maintain insurance coverage, at an affordable price, this Ordinance is hereby determined to be an emergency measure necessary for the public peace, health and safety and shall go into immediate force and effect upon its passage.

Passed: May 9, 2016

William J. Robertson
Mayor

Attest:

Barbara Brooks
Clerk of Council