

Heath/Stewart

CITY OF JACKSON, OHIO
ORDINANCE NO. 110-07

AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$1,850,000 TO REFUND THE CITY'S OUTSTANDING WATER SYSTEM MORTGAGE REVENUE BONDS, SERIES 1993 THAT WERE ISSUED TO PAY COSTS OF CAPITAL IMPROVEMENTS TO THE CITY'S WATER SYSTEM, APPROVING A BOND REGISTRAR AGREEMENT, A BOND PURCHASE AGREEMENT, AN ESCROW AGREEMENT, A PRELIMINARY OFFICIAL STATEMENT AND A CONTINUING DISCLOSURE CERTIFICATE, AUTHORIZING CERTAIN ACTIONS, AND DECLARING AN EMERGENCY.

WHEREAS, pursuant to Ordinance No. 48-93, passed by this Council on June 14, 1993, as amended by Ordinance No. 56-93 passed by this Council on June 28, 1993, the City issued its \$2,910,000 Water System Mortgage Revenue Bonds, Series 1993, to pay costs of capital improvements to the City's water system, of which \$1,850,000 of the principal amount is outstanding (the Outstanding Bonds); and

WHEREAS, the Outstanding Bonds are subject to optional redemption at any time by the City at a redemption price equal to the principal amount of the Outstanding Bonds plus accrued interest to the date set for the redemption of the Outstanding Bonds; and

WHEREAS, this Council finds and determines that the City could achieve financial savings if it refunded the Outstanding Bonds with the proceeds of the Bonds described in Section 2 and other funds available to the City; and

WHEREAS, the Auditor, as fiscal officer of this City, has certified that the estimated life or period of usefulness of the improvements to be financed by the Bonds is at least five years and that the estimated maximum maturity of the Bonds is 16 years;

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Jackson, Jackson County, Ohio, that:

Section 1. Definitions and Interpretation. In addition to the words and terms elsewhere defined in this Ordinance, unless the context or use clearly indicates another or different meaning or intent:

“Annual Information” means the Continuing Disclosure Certificate and the agreements set forth in Section 8(c) that collectively shall constitute the continuing disclosure agreement of the City for purposes of the Rule.

“Auditor” means the City Auditor.

“Authorized Denominations” means the denomination of \$5,000 or any integral multiple thereof.

“Bond proceedings” means, collectively, this Ordinance, the Bond Registrar Agreement, the Bond Purchase Agreement, the Escrow Agreement, the Certificate of Award, the Continuing Disclosure Certificate and such other proceedings of the City, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

“Bond Purchase Agreement” means the Bond Purchase Agreement between the City and the Original Purchaser now on file with the Clerk of this Council.

“Bond Register” means all books and records necessary for the registration, exchange and transfer of Bonds.

“Bond Registrar” means The Bank of New York Trust Company, N.A. as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

“Bond Registrar Agreement” means the Bond Registrar Agreement between the City and the Bond Registrar now on file with the Clerk of this Council.

“Bonds” means the bonds authorized in Section 2.

“Book entry form” or “book entry system” means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the City only to a Depository or its nominee as registered owner, with the Bonds “immobilized” in the custody of the Depository or its designated agent. The book entry maintained by others than the City is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

“Certificate of Award” means the certificate to be executed by the Auditor setting forth and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Ordinance requires or authorizes to be set forth or determined therein.

“City” means the City of Jackson, Ohio.

“Closing Date” means the date of physical delivery of, and payment of the purchase price for, the Bonds.

“Code” means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

“Continuing Disclosure Certificate” means the continuing disclosure certificate now on file with the Clerk of Council.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Escrow Agreement” means the Escrow Agreement between the City and the Escrow Trustee now on file with the Clerk of this Council.

“Escrow Trustee” means The Bank of New York Trust Company, N.A. as escrow trustee under the Escrow Agreement and as bond registrar for the Outstanding Bonds.

“Interest Payment Dates” means June 1 and December 1 of each year that the Bonds are outstanding, commencing December 1, 2007.

“MSRB” means the Municipal Securities Rulemaking Board established by the SEC.

“NRMSIR” means each nationally recognized municipal securities information repository designated from time to time by the SEC in accordance with the Rule.

“Original Purchaser” means RBC Dain Rauscher Inc.

“Participant” means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

“Preliminary Official Statement” means the preliminary official statement of the City relating to the issuance of the Bonds substantially in the form now on file with the Clerk of this Council.

“Principal Payment Dates” means December 1 in each of the years from and including 2007 to and including 2018; provided, however, that the first Principal Payment Date may be advanced or deferred one year and the last Principal Payment Date may be advanced up to five years if such actions are determined by the Auditor in the Certificate of Award to be in the best interest of and financially advantageous to the City and further provided that in no case shall the last Principal Payment Date exceed the maximum maturity of the Bonds.

“Rule” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“SEC” means the Securities and Exchange Commission.

“Serial Bonds” means those Bonds designated as such and maturing on the dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“SID” means the state information depository, if any, with which filings are required to be made by the City in accordance with the Rule.

“Specified Events” means the occurrence of any of the following events, within the meaning of the Rule, with respect to the Bonds, as applicable: principal and interest payment delinquencies; non-payment related defaults; unscheduled draws on debt service reserves reflecting financial difficulties; unscheduled draws on credit enhancements reflecting financial difficulties; substitution of credit or liquidity providers, or their failure to perform; adverse tax opinions or events affecting the tax-exempt status of the Bonds; modifications to rights of holders or beneficial owners of the Bonds; Bond calls; defeasances; release, substitution, or sale of property securing repayment of the Bonds; and rating changes. The repayment of the Bonds is not secured by a lien on any property capable of release or sale or for which other property may be substituted.

“Term Bonds” means those Bonds, if any, designated as such and maturing on the date or dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

The captions and headings in this Ordinance are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Ordinance unless otherwise indicated.

Section 2. Authorized Principal Amount and Purpose; Application of Proceeds. It is necessary and determined to be in the City’s best interest to issue bonds of this City in an aggregate principal amount not to exceed \$1,850,000 (the Bonds) to, together with other funds available to the City, refund the Outstanding Bonds.

The aggregate principal amount of Bonds to be issued (not to exceed \$1,850,000) shall be determined by the Auditor in the Certificate of Award to be the aggregate principal amount of Bonds that is required to be issued to redeem the Outstanding Bonds no later than 90 days from the date of issuance of the Bonds, and to pay costs of issuing the Bonds, taking into account estimates of financing costs.

A portion of the proceeds of the Bonds sufficient, together with other available funds of the City, to refund the Outstanding Bonds shall be deposited with the Escrow Trustee pursuant to the Escrow Trustee. The remaining proceeds of the Bonds will be used to pay costs of the issuance of the Bonds or will be deposited into a fund to retire the Bonds.

Section 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions. The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated the date of their issuance and delivery to the Original Purchaser.

(a) Interest Rates. The Bonds shall bear the rate or rates of interest per year (computed on a 360-day per year basis consisting of twelve 30-day months), as shall be determined by the Auditor in the Certificate of Award; provided, that the Bonds of any one stated maturity all shall bear the same rate of interest. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. 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.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in principal amounts as shall be determined by the Auditor, subject to subsection (c) of this Section, in the Certificate of Award, which determination shall be consistent with the best interest of and financial advantages to the City.

Consistent with the foregoing and in accordance with the determination of the best interest of and financial advantages to the City, the Auditor shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall mature and the principal amount thereof that shall mature on each such Principal Payment Date, and (ii) the aggregate principal amount of Bonds, if any, to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (each a Mandatory Redemption Date) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as defined below) on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other fiscal year. The net interest rate per year for the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. 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 and any premium on the Bonds, shall be payable when due upon presentation and surrender of the Bonds at the principal corporate trust office of the Bond Registrar. Interest on a Bond 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 at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the Auditor, in the name and on behalf of the City, in connection with the book entry system.

(e) Redemption Provisions. The Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory redemption requirements, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on any Term Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The City shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the City for

Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered. That option shall be exercised by the City on or before the 15th day preceding any Mandatory Redemption Date with respect to which the City wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date. If the certificate is not timely furnished to the Bond Registrar, the current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) also shall be received by the City for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations) for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds of the maturities specified in the Certificate of Award shall be subject to optional redemption by and at the sole option of the City, in whole or in part in integral multiples of \$5,000, 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 Auditor in the Certificate of Award; provided that the earliest optional redemption date shall not be earlier than December 1, 2017, and the redemption price for the earliest optional redemption date shall not be greater than 101%.

If optional redemption of Term Bonds at a redemption price exceeding 100% of the principal amount to be redeemed is to take place as of any Mandatory Redemption Date applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity to be redeemed on the same date by operation of the Mandatory Sinking Fund Redemption Requirements of subsection (d) of this Section. The Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the Auditor to the Bond Registrar, given upon the direction of this Council by adoption of a resolution or passage of 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.

(iii) Partial Redemption. If fewer than all of the Bonds of a single maturity are to be redeemed, the selection of Bonds of that maturity to be redeemed, or portions thereof in amounts of \$5,000 or any integral multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) 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 shown on the Bond Register maintained by the Bond Registrar at the close of business on the fifteenth day preceding that mailing. Failure 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 Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, 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 accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the

redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest 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.

Section 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.

The Bonds shall be signed by the Mayor and the Auditor, 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 issued in the Authorized Denominations and numbers as requested by the Original Purchaser and approved by the Auditor, shall be numbered as determined by the Auditor in order to distinguish each Bond from any other Bond and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Ordinance.

The Bond Registrar Agreement is approved, and the Auditor is authorized to sign and deliver, in the name and on behalf of the City, the Bond Registrar Agreement with any changes that are not inconsistent with this Ordinance, are not materially adverse to the City and are approved by the Auditor. That such changes are not materially adverse to the City and have been approved by the Auditor shall be conclusively evidenced by the Auditor's signing of the Bond Registrar Agreement. The Auditor shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Bond Registrar Agreement, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase 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.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings 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, the Bond proceedings. 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 Auditor on behalf of the City. The same person need not sign the certificate of authentication on all of the Bonds.

Section 5. Registration; Transfer and Exchange; Book Entry System.

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the City will cause the Bond Registrar to maintain and keep the Bond Register at its principal corporate trust office. Subject to the provisions of Section 5(c), 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 the Bond proceedings. 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.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the principal 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 principal corporate trust 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 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 the Bond proceedings. The exchange or transfer shall be without charge to the 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 the City, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings 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.

(c) Book Entry System. Notwithstanding any other provisions of this Ordinance, if the Auditor determines in the Certificate of Award that it is in the best interest

of and financially advantageous to the City, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository or its designated agent; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the City.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the Auditor may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Auditor does not or is unable to do so, the Auditor, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form and Authorized Denominations to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of City action or inaction, of those persons requesting such issuance.

The Auditor is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the City, that he determines to be necessary in connection with a book entry system for the Bonds, after approval of any such agreement by the City Attorney.

Section 6. Sale of the Bonds to the Original Purchaser. The Bonds are sold at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the Auditor in the Certificate of Award, and shall be awarded by the Auditor with and upon such other terms as are required or authorized by this Ordinance to be specified in the Certificate of Award, in accordance with law, the provisions of this Ordinance and the Bond Purchase Agreement. The Auditor is 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 Auditor shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and 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 Mayor, the Auditor, the Auditor, the Director of Law, the Clerk of Council and other City officials, as appropriate, each are 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.

The Bond Purchase Agreement is approved, and the Auditor is authorized to sign and deliver, in the name and on behalf of the City, the Bond Purchase Agreement, with any changes that are not inconsistent with this Ordinance, are not materially adverse to the City and are approved by the Auditor. That such changes are not materially adverse to the City and have been approved by the Auditor shall be conclusively evidenced by the Auditor's signing of the Bond Purchase Agreement.

Section 7. Provisions for Tax Levy. 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 money from the operation of the City's water system is available and is appropriated to pay the principal of and interest on the Bonds, the tax described above shall be reduced by the amount of the money so available and appropriated.

Section 8. Federal Tax Considerations. This Council, for and on behalf of the City, hereby covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, and take such other action as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that the Bonds will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Code, and will, to the extent possible, comply with all applicable provisions of the Code and the regulations thereunder in order for the interest on the Bonds to remain exempt from federal income taxation, including any expenditure requirements, investment limitations, rebate requirements or use restrictions. The Auditor or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the City, on the date of delivery of the Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations

pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

The Bonds are hereby designated as "qualified tax-exempt obligations" for the purposes set forth in Section 265(b)(3) of the Code. This Council finds and determines that the reasonably anticipated amount of obligations designated as "qualified tax-exempt obligations" issued and to be issued by the City during this calendar year (including the Bonds) does not, and this Council hereby covenants that during this calendar year the amount of obligations issued by the City and designated as "qualified tax-exempt obligations" will not, exceed \$10,000,000.

Section 9. Official Statement and Continuing Disclosure.

(a) Primary Offering Disclosure -- Official Statement. The Preliminary Official Statement is approved. The distribution and use of the Preliminary Official Statement is hereby approved. The Mayor and the Auditor are each authorized and directed to complete the Preliminary Official Statement, with such modifications, completions, changes and supplements, as those officers shall approve or authorize for the purpose of preparing and determining, and to certify or otherwise represent, that the revised official statement is a "deemed final" official statement (except for permitted omissions) by the City as of its date for purposes of the Rule.

Those officers are each further authorized and directed to complete and sign on behalf of the City, and in their official capacities, a final official statement for purposes of the Rule, and are further authorized to use and distribute, or authorize the use and distribution of, that final official statement and supplements thereto in connection with the original issuance of the Bonds as may in their judgment be necessary or appropriate. Those officers and each of them are also authorized to sign and deliver, on behalf of the City, and in their official capacities, such certificates in connection with the accuracy of the Preliminary Official Statement and the final official statement and any amendment thereto as may, in their judgment, be necessary or appropriate.

(b) Application for Rating or Bond Insurance. If, in the judgment of the Auditor, the filing of an application for (i) a rating on the Bonds by one or more nationally-recognized rating agencies, or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds, is in the best interest of and financially advantageous to this City, the Auditor is authorized to prepare and submit those applications, to provide to each such agency or company such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating or policy, except to the extent otherwise paid in accordance with the Purchase Agreement, 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. To the extent the Auditor has taken such actions, those actions are hereby ratified and confirmed.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the City agrees, as the only obligated person with respect to the Bonds under the Rule, to provide or cause to be provided such financial information and operating data, audited financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5)(i) of the Rule. The City further agrees, in particular, to provide or cause to be provided:

(i) to each NRMSIR and to the SID, (A) Annual Information for each City fiscal year ending hereafter, not later than the 270th day following the end of the fiscal year, and (B) when and if available, audited City financial statements for each such fiscal year; and

(ii) to each NRMSIR or to the MSRB, and to the SID, in a timely manner, notice of (A) any Specified Event if that Event is material, (B) the City's failure to provide the Annual Information within the time specified above, and (C) any change in the accounting principles applied in the preparation of its annual financial statements, any change in its fiscal year, its failure to appropriate funds to meet costs to be incurred to perform the agreement, and of the termination of the agreement.

In order to further describe and specify certain terms of the City's continuing disclosure agreement made for purposes of the Rule in and pursuant to this Ordinance and to be formed, collectively, by this subsection (c) and the Continuing Disclosure Certificate, the Continuing Disclosure Certificate is approved and the Auditor is authorized and directed to complete, sign and deliver the Continuing Disclosure Certificate, in the name and on behalf of the City, to specify in reasonable detail the Annual Information to be provided (which may be provided by specific reference to other documents previously filed and available in accordance with the Rule), whether the City has obtained any credit enhancement or provider for the Bonds and the City's expectations as to whether audited financial statements will be prepared, the accounting principles to be applied in their preparation, and whether they will be available together with, or separately from, Annual Information.

The Auditor is further authorized and directed to establish procedures in order to ensure compliance by the City with its continuing disclosure agreement, including timely provision of information and notices as described above. Prior to making any filing in accordance with clause (ii) above or providing notice of the occurrence of any other events, the Auditor shall consult with and obtain legal advice from, as appropriate, the Director of Law and bond or other qualified independent special counsel selected by the City. The Auditor, acting in the name and on behalf of the City, shall be entitled to rely upon any such legal advice in determining whether a filing should be made.

The City reserves the right to amend its continuing disclosure agreement, and to obtain the waiver of noncompliance with any provision of the agreement, as may be necessary or appropriate to achieve its compliance with any applicable federal securities law or rule, to cure any ambiguity, inconsistency or formal defect or omission, and to address any change in circumstances arising from a change in legal requirements, change in law, or change in the identity, nature, or status of the City, or type of business conducted by the

City. Any such amendment or waiver will not be effective unless the agreement (as amended or taking into account such waiver) would have complied with the requirements of the Rule at the time of the primary offering of the Bonds, after taking into account any applicable amendments to or official interpretations of the Rule, as well as any change in circumstances, and until the City shall have received: either (i) a written opinion of bond or other qualified independent special counsel selected by the City that the amendment or waiver would not materially impair the interests of holders or beneficial owners of the Bonds or (ii) the written consent to the amendment or waiver of the holders of at least a majority of the principal amount of the Bonds then outstanding. Annual Information containing any revised operating data or financial information shall explain, in narrative form, the reasons for any such amendment or waiver and the impact of the change on the type of operating data or financial information being provided.

The City's continuing disclosure agreement shall be solely for the benefit of the holders and beneficial owners from time to time of the Bonds. The exclusive remedy for any breach of the agreement by the City shall be limited, to the extent permitted by law, to a right of holders and beneficial owners to institute and maintain, or to cause to be instituted and maintained, such proceedings as may be authorized at law or in equity to obtain the specific performance by the City of its obligations under the agreement. Any individual holder or beneficial owner may institute and maintain, or cause to be instituted and maintained, such proceedings to require the City to provide or cause to be provided a pertinent filing if such a filing is due and has not been made. Any such proceedings to require the City to perform any other obligation under the agreement (including any proceedings that contest the sufficiency of any pertinent filing) shall be instituted and maintained only by a trustee appointed by the holders and beneficial owners of not less than 25% in principal amount of the Bonds then outstanding or by holders and beneficial owners of not less than 10% in principal amount of the Bonds then outstanding in accordance with Section 133.25(B)(4)(b) or (C)(1), Ohio Revised Code, as applicable (or any like or comparable successor provisions).

The performance by the City of its continuing disclosure agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

The City's continuing disclosure agreement shall remain in effect only for such period that the Bonds are outstanding in accordance with their terms and the City remains an obligated person with respect to the Bonds within the meaning of the Rule. The obligation of the City to provide the Annual Information and notices of the events described above shall terminate, if and when the City no longer remains such an obligated person.

Section 10. Refunding of Outstanding Bonds. This Board finds and determines that refunding the Outstanding Bonds will result in substantial present value savings to the City, and further finds and determines that the Outstanding Bonds should be called for redemption as soon as possible but no later than 90 days following the issue date of the Bonds. The Auditor is hereby authorized and directed to take all actions necessary for the redemption of the Outstanding Bonds, including determining the date for redemption and giving notice of

that redemption to the trustee under the Indenture of Mortgage dated as of June 15, 1993 relating to the Outstanding Bonds.

The Escrow Agreement is approved, and the City Auditor is authorized to sign and deliver, in the name and on behalf of the City, the Escrow Agreement with such changes that are not inconsistent with this Ordinance, are not materially adverse to the City, and are approved by the Auditor. That any such changes are not materially adverse to the City and are approved by the Auditor shall be evidenced conclusively by the signing of the Escrow Agreement by the Auditor.

Section 11. Appropriation of Existing Funds. This Council hereby authorizes and directs that on the Closing Date that the Auditor direct the Escrow Trustee to transfer to the Escrow Fund, the balances then on deposit in the Bond Account and the Debt Service Reserve Account established pursuant to the Indenture of Mortgage dated as of June 15, 1993 relating to the Outstanding Bonds. The amount so transferred is hereby appropriated for the same purposes for which they were previously appropriated to pay the principal and interest on the Outstanding Bonds.

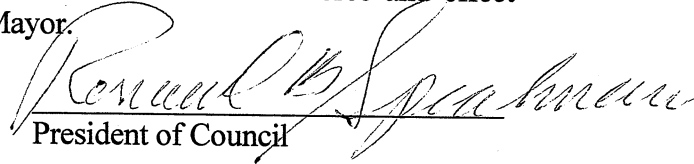
Section 12. Certification and Delivery of Ordinance. The Clerk of Council is directed to deliver a certified copy of this Ordinance and the Certificate of Award to the County Auditor of Jackson County.

Section 13. Satisfaction of Conditions for Bond Issuance. 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 7) 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 14. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council concerning and relating to the passage of this Ordinance were taken in an open meeting of this Council and that all deliberations of this Council and of any committees that resulted in those formal actions were in meetings open to the public in compliance with the law.

Section 15. Emergency. 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 issue and sell the Bonds to timely refund the Outstanding Bonds and thereby obtain financial savings for the City; wherefore, this ordinance shall be in full force and effect immediately upon its passage and approval of the Mayor.

Passed: _____, 2007


President of Council

Attest: 
Clerk of Council

Approved: 9-10-, 2007


Mayor