

**VILLAGE OF SOUTH LEBANON, OHIO**

**ORDINANCE NO. 2021-18**

**ORDINANCE AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$650,000 OF MUNICIPAL BUILDING BOND ANTICIPATION NOTES, BY THE VILLAGE OF SOUTH LEBANON, OHIO, IN ANTICIPATION OF THE ISSUANCE OF BONDS, AND DECLARING AN EMERGENCY.**

WHEREAS, Chapter 133 of the Ohio Revised Code provides authority for this Council of the Village of South Lebanon (the "Council") to authorize the Village of South Lebanon (the "Village") issue its notes to finance the cost of the renovation of a portion of the former South Lebanon Elementary School located at the corner of Broadway Street and High Street to be used as the Village of South Lebanon Municipal Building, and related costs; and

WHEREAS, the Fiscal Officer of the Village has estimated the life or period of usefulness of the municipal building as at least five (5) years, and certified the maximum maturity of the bonds to be issued to finance the same as thirty (30) years, and of notes issued in anticipation thereof as twenty (20) years; and

WHEREAS, the Village has previously issued notes currently outstanding in the amount of \$1,300,000 which are about to mature and which should be renewed in the amount not to exceed \$650,000;

NOW, THEREFORE, BE IT ORDAINED by the Council of the Village of South Lebanon (hereinafter called the "Village"), Warren County, Ohio:

SECTION 1. That it is hereby declared necessary to issue bonds of the Village of South Lebanon, County of Warren, Ohio, in the principal amount of not to exceed \$650,000 bearing interest estimated at five per centum (5%) per annum and maturing over a period of twenty seven (27) years, for the purpose of renovating a portion of the former South Lebanon Elementary School located at the corner of Broadway Street and High Street to be used as the Village of South Lebanon Municipal Building and related costs.

SECTION 2. That it is hereby determined that notes (hereinafter called the "Notes") in the principal amount of not to exceed \$650,000 shall be issued in anticipation of the issuance of said bonds.

SECTION 3. That the Notes shall be dated their date of issuance, shall bear interest at the rate not to exceed four percent (4%) per annum, payable at maturity, shall mature not later than three years from the date of issuance, and shall be of the denomination or denominations as may be requested by the purchaser or purchasers thereof all as determined by the Fiscal Officer or the Mayor without further action by this Council, except that the denomination shall be \$100,000 or any integral multiple of \$1,000 in excess of \$100,000. The terms of such Notes, which shall be in compliance with Chapter 133 of the Ohio Revised Code, shall be set forth in a certificate of award (the "Certificate of Award"), which is hereby authorized and which shall be executed by the Mayor or the Fiscal Officer without further action by this Council. The Certificate of Award shall indicate the Original Purchaser for the Notes, dated date for the Notes, the dates on which interest on the

Notes is to be paid (the "Interest Payment Date"), the purchase price for the Notes (which shall be not less than 97% of the face value thereof), the interest rate for the Notes and such other terms not inconsistent with this Ordinance as the Mayor or the Fiscal Officer shall deem appropriate.

SECTION 4. That the Notes shall be executed by the Mayor and the Fiscal Officer and may but shall not be required to bear the seal of the corporation. The Notes shall be designated "Municipal Building Bond Anticipation Notes" and shall be payable at the office of the Fiscal Officer of the Village or such bank or trust company designated as is by the Fiscal Officer or Mayor and the purchaser, and shall express upon their face the purpose for which they are issued and that they are issued in pursuance of this Ordinance.

SECTION 5. The Notes shall be sold at private sale to such purchaser or purchasers (collectively, the "Original Purchaser") as the Mayor or the Fiscal Officer may designate in the Certificate of Award, at the purchase price set forth in the Certificate of Award, plus interest accrued to the date of delivery of the Notes to the Original Purchaser. The Mayor and the Fiscal Officer, or either of them individually, may execute on behalf of the Village a note purchase agreement, term sheet, or other similar document (collectively, the "Purchase Agreement") with the Original Purchaser, setting forth the conditions under which the Notes are to be sold and delivered, which Purchase Agreement shall not be substantially inconsistent with this Ordinance as the Mayor or the Fiscal Officer shall deem appropriate. The proceeds from the sale of the Notes, except the premium and accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from the sale of the Notes shall be transferred to the note retirement fund to be applied to the payment of the principal of and interest on the Notes. Any premium received from the sale of the Notes may be used to pay the financing costs of the Notes within the meaning of Ohio Revised Code Section 133.01(K) or be deposited into the note retirement fund in the manner provided by law.

SECTION 6. The Mayor, on behalf of the Village, is hereby authorized to appoint D.A. Davidson & Co., to serve as underwriter or placement agent to the Village (the "Placement Agent") in connection with the issuance and sale of the Notes. The Mayor is further authorized to execute a Note Placement Agreement or Note Purchase Agreement between the Village and the Placement Agent (the "Placement Agreement"), which Placement Agreement shall include the terms of the service of the Placement Agent to the Village, including the placement and sale of the Notes and the fees of the Placement Agent. The fees to be paid to the Placement Agent shall be subject to review and approval of the Mayor and the Fiscal Officer, shall not exceed the fees customarily charged for such services, and shall be paid upon closing of the financing from proceeds of the Notes.

SECTION 7. That the Notes shall be the full general obligations of the Village, and the full faith, credit and revenue of the Village are hereby pledged for the prompt payment of the same.

SECTION 8. That during the period while the Notes run there shall be levied upon all of the taxable property in the Village, within applicable limitations, in addition to all other taxes, a direct tax annually, not less than that which would have been levied if bonds had been issued without the prior issue of the Notes; said tax shall be and is hereby 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 said years are certified, extended

and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof.

The funds derived from said tax levy hereby required shall be placed in a separate and distinct fund and, together with interest collected on the same, shall be irrevocably pledged for the payment of the principal and interest of the Notes, or the bonds in anticipation of which they are issued, when and as the same fall due; provided, however, to the extent other Village revenues are available for such purpose said tax shall not be levied therefor.

SECTION 9. That this Council, for and on behalf of the Village, hereby covenants that it will restrict the use of the Notes hereby authorized 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 they 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 Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder. The Treasurer or any other officer having responsibility with respect to the issuance of said Notes is authorized and directed to give an appropriate certificate on behalf of the Village, on the date of delivery of said Notes 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.

These Notes are hereby designated "tax-exempt obligations" for the purposes set forth in Section 265(b)(3) of the Code. The Village does not anticipate issuing more than \$10,000,000 of "qualified tax-exempt obligations" during the current calendar year.

SECTION 10. That if required by the Village's municipal advisor this Council hereby authorizes and directs the Fiscal Officer or the Mayor to take any and all actions which may be necessary to issue the notes in book-entry-only form or in such form as will render the notes eligible for the services of the Depository Trust Company, New York, New York without further action by this Council, including execution of all documents necessary therefore.

SECTION 11. All appropriate officers of the Village are further authorized to make, execute, acknowledge and deliver such agreements, financing statements, closing certificates and other instruments or documents as are, in the opinion of bond counsel, necessary to carry out the purposes of this ordinance.

SECTION 12. That the firm of Thompson Hine LLP, is hereby engaged as the Village's "bond counsel" and that the Mayor is hereby authorized and directed to execute and deliver the engagement letter in the form on file with the Village.

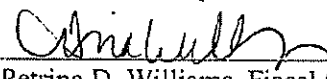
SECTION 13. The Mayor or the Fiscal Officer is hereby authorized to apply, if he or she deems it appropriate, for a rating on the Notes from either Standard & Poor's Corporation or Moody's Investors Service, and to pay the fee or premium for said rating to the extent authorized by law and approved by bond counsel.

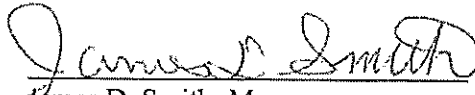
SECTION 14. That the Fiscal Officer is hereby directed to forward a certified copy of this Ordinance to the County Auditor.

SECTION 15. That it is found and determined that all formal actions of this Council concerning and relating to the adoption of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements.

SECTION 16. That this Ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety in the Village for the reason that the immediate issuance of said Notes is required for the timely financing of the projects to which this financing relates including obtaining a favorable interest rate, and it shall take effect immediately upon its adoption.

Adopted this 15<sup>th</sup> day of July, 2021.

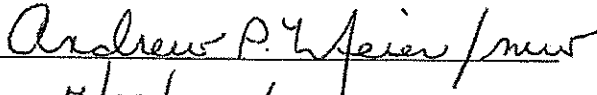
Attest:   
Petrina D. Williams, Fiscal Officer/Clerk

  
James D. Smith, Mayor

Rules Suspended: / /2021 (if applicable)	Effective Date - / /2021
Vote - <u>5</u> Yeas ___ Nays	
First Reading - / /2021	Effective Date - / /2021
Second Reading - n/a	
Third Reading - n/a	
Vote - ___ Yeas ___ Nays	

Prepared by and approved as to form:

ANDREW P. MEIER  
VILLAGE SOLICITOR  
SOUTH LEBANON, OHIO

By:   
Date: 7/19/2021

EXTRACT FROM MINUTES OF MEETING

The Council of the Village of South Lebanon, County of Warren, Ohio, met in regular session, at 6:30 p.m., on the 15th day of July, 2021 at 10 N. High Street, South Lebanon, OH 45065, with the following members present:

Linda Allen, Linda Burke, Bryan Corcoran, Maryan Harrison, and Rolin Spicer

There was presented and read to Council Ordinance No. 2021-18, entitled:

ORDINANCE AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$650,000 OF MUNICIPAL BUILDING BOND ANTICIPATION NOTES, BY THE VILLAGE OF SOUTH LEBANON, OHIO, IN ANTICIPATION OF THE ISSUANCE OF BONDS, AND DECLARING AN EMERGENCY.

Burke moved to suspend the rule requiring each ordinance or resolution to be read on three different days. Corcoran seconded the motion and, the roll being called upon the question, the vote resulted as follows:

5 - yeas

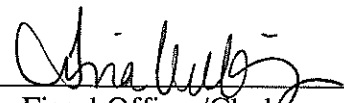
Corcoran then moved that Ordinance No. 2021-18 be adopted. Burke seconded the motion and, the roll being called upon the question, the vote resulted as follows:

5 - yeas

The ordinance was declared adopted July 15, 2021.

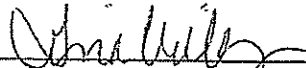
CERTIFICATE

The undersigned, Clerk of Council of said municipality, hereby certifies that the foregoing is a true and correct extract from the minutes of a meeting of the council of said municipality, held on the 15th day of July, 2021, to the extent pertinent to consideration and adoption of the above-entitled obligation.

  
\_\_\_\_\_  
Fiscal Officer/Clerk

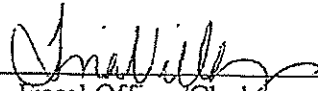
**CERTIFICATE**

I, undersigned Fiscal Officer/Clerk of the Village of South Lebanon, Ohio hereby certify that the above Ordinance is a true and correct copy as passed by the Council of the Village of South Lebanon, this 15th day of July, 2021 and that at least a majority of the elected members voted in the affirmative on said motion.

  
\_\_\_\_\_  
Fiscal Officer/Clerk

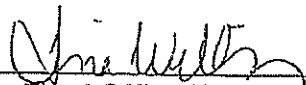
**CERTIFICATE**

The undersigned hereby certifies that the foregoing is a true and correct copy of Ordinance No. 2021-18.

  
\_\_\_\_\_  
Fiscal Officer/Clerk

**CERTIFICATE**

The undersigned hereby certifies that a copy of the foregoing ordinance was certified this day to the Warren County Auditor.

  
\_\_\_\_\_  
Fiscal Officer/Clerk

**RECEIPT**

The undersigned hereby acknowledges receipt of a certified copy of the foregoing ordinance.

  
\_\_\_\_\_  
Warren County Auditor

Dated: July 20, 2021