

ORDINANCE NO. 2016-069

AMENDING ORDINANCE NO. 2016-022 TO AUTHORIZE THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$6,900,000 FOR THE PURPOSE OF DEFEASING AND ADVANCE REFUNDING (AS APPLICABLE) ALL OF THE CITY'S BONDS ISSUED IN JULY 2008 FOR THE PURPOSE OF (I) IMPROVING C.R. 236 BY WIDENING, CONSTRUCTING, RECONSTRUCTING, GRADING, PAVING, REPAVING AND CONSTRUCTING DRAINAGE IMPROVEMENTS AND RELATED INFRASTRUCTURE WITH LANDSCAPING, TRAFFIC CONTROL DEVICES, LIGHTING, AND OTHER APPURTENANCES THERETO; (II) CONSTRUCTING AND IMPROVING ATHLETIC FIELDS AND A PERIMETER WALKWAY FOR THE HANCOCK RECREATION CENTER FIVE PLEX SPORTS COMPLEX, INCLUDING GRADING, LANDSCAPING, IRRIGATION, PAVING, FENCING, LIGHTING, SIGNAGE, AND ALL OTHER IMPROVEMENTS AND APPURTENANCES THERETO; (III) RENOVATING, CONSTRUCTING, RECONSTRUCTING, AND EXPANDING THE HANCOCK RECREATION CENTER, INCLUDING ACQUISITION OF APPROXIMATELY 5.5 ACRES OF LAND AND INTERESTS IN LAND ADJACENT TO THE HANCOCK RECREATION CENTER, FURNISHING AND EQUIPPING SAME, AND ALL APPURTENANCES RELATING THERETO; AND (IV) ACQUIRING RIGHT-OF-WAY ALONG C.R. 236 BETWEEN U.S. RT. 224 AND S.R. 12 TO BE USED FOR THE C.R. 236 WIDENING PROJECT; AND AUTHORIZING AND APPROVING RELATED MATTERS; AND DECLARING AN EMERGENCY

WHEREAS, the City of Findlay, Ohio (the "City") issued its \$8,200,000 Various Purpose Bonds, Series 2008, dated July 23, 2008 (the "Outstanding Bonds"), for the purpose set forth in the title of this Ordinance; and

WHEREAS, this Council of the City (the "Council") passed Ordinance No. 2016-022 on March 1, 2016 ("Ordinance 2016-022") that authorized and approved the issuance of the City's Various Purpose Refunding Bonds, Series 2016 in the maximum principal sum of \$6,335,000 (the "Bonds," as further described in Ordinance 2016-022) for the purpose of advance refunding a portion of the Outstanding Bonds; and

WHEREAS, in view of favorable interest rates, this Council has determined that it is advisable and in the best interest of the City to amend Ordinance 2016-022 as described herein in order to allow the City to defease all of the Outstanding Bonds, including, but not limited to, the advance refunding of all maturities of the Outstanding Bonds that are subject to optional redemption prior to their stated maturity; and

WHEREAS, the Auditor of the City (the "Fiscal Officer") has certified to this Council that the maximum maturity and principal amount of the Bonds cannot exceed the maximum maturity of the Refunded Bonds (as defined hereinbelow);

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Findlay, State of Ohio, that:

SECTION 1. This Council clarifies that the term "Refunded Bonds" as used in Ordinance 2016-022 shall be interpreted to mean all unpaid and outstanding maturities of the Outstanding Bonds at the time when the Bonds are issued, whether such maturities are subject to optional redemption or not, and the term "Refunded Bonds" shall have the same meaning when used in this Ordinance. No provision of Ordinance 2016-022 shall be interpreted as limiting the City's ability to defease and refund (as applicable) all of the Outstanding Bonds. Any references in Ordinance 2016-022 to the Refunded Bonds or the refunding of the Outstanding Bonds shall be interpreted to also include the defeasing of such maturities of the Outstanding Bonds that are not subject to optional redemption.

SECTION 2. Ordinance 2016-022 is hereby amended to increase the aggregate maximum principal amount of the Bonds to an amount not to exceed \$6,900,000. Section 1 of Ordinance 2016-022 is hereby amended in its entirety to read as follows:

It is hereby declared necessary to issue bonds (the "Bonds") of the City in the principal sum of not to exceed \$6,900,000, or such lesser amount as shall be determined by the Fiscal Officer and certified to this Council, for the purpose described in the title of this Ordinance. The Bonds may be issued in one or more series and shall be designated "City of Findlay, Ohio Various Purpose Refunding Bonds, Series 2016," or as otherwise designated by the Fiscal Officer as may be necessary to distinguish any taxable series of Bonds from any Bonds the interest on which is excluded from gross income for federal tax purposes.

SECTION 3. This Council hereby determines that it is in the best interest of the City to provide for the defeasance and refunding of all of the Outstanding Bonds and, therefore, Ordinance 2016-022 is hereby amended to delete the second paragraph of Section 3 of Ordinance 2016-022 in its entirety.

SECTION 4. Section 14 of Ordinance 2016-022 is hereby amended in its entirety to read as follows:

There is hereby created and established, as an account within the bond retirement fund of the City, a trust fund to be designated "City of Findlay, Ohio - 2016 Various Purpose Refunding Bonds Escrow Fund" (the "Escrow Fund"), or as otherwise designated by the Fiscal Officer, which account may be in the custody of a bank or trust company as an escrow trustee, if desired. The proceeds from the sale of the Bonds, except the accrued interest and premium thereon (if any), shall be deposited in the Escrow Fund along with such funds, if any, as the Fiscal Officer may transfer from the bond retirement fund. Such moneys deposited in the Escrow Fund may be (i) held as cash or (ii) used to purchase direct obligations of or obligations guaranteed as to payment by the United States of America of such maturities and interest payment dates and bearing interest at such rates as will, as certified by such independent public accounting firm as shall be acceptable to the Fiscal Officer and the Original Purchaser without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to pay the interest on, and the redemption price (including any redemption premium) of, the Refunded Bonds on the earliest of, as applicable, either (a) the optional redemption date for the Refunded Bonds that are subject to optional redemption, or (b) the scheduled maturity date for such portion of the Refunded Bonds that are not subject to optional redemption. The Fiscal Officer is also authorized, if necessary or desirable to facilitate the refunding of the Refunded Bonds, to engage a consultant to verify the sufficiency of the cash or other obligations held in the Escrow Fund to refund the Refunded Bonds on such redemption date or dates.

Any accrued interest received from the sale of the Bonds shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds or as otherwise provided by law. Any premium received from the sale of the Bonds may be used to pay the financing costs of the Bonds within the meaning of Ohio Revised Code Section 133.01(K) or be deposited into the bond retirement fund, including the Escrow Fund contained therein, in the manner provided by law.

The Fiscal Officer is hereby authorized to execute on behalf of the City an Escrow Agreement (the "Escrow Agreement") with a bank or trust company to be selected by the Fiscal Officer (the "Escrow Trustee"), setting forth the terms by which the Escrow Fund shall be held and disbursed, if the Fiscal Officer determines that an Escrow Agreement is necessary or beneficial to facilitate the refunding of the Refunded Bonds. Such an Escrow Agreement shall be in such form, not inconsistent with this Ordinance, as the Fiscal Officer shall determine.

SECTION 5. This Council hereby authorizes the Fiscal Officer to issue all or a portion of the Bonds on a taxable basis, and Section 15 of Ordinance 2016-022 is hereby amended in its entirety to read as follows:

The City hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The City further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

The Fiscal Officer is hereby authorized and directed (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the City with respect to the Bonds as permitted or required to be made or given under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or the status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing any rebate amount or any payment of penalties, or making any payments of special amounts in lieu of making computations to determine, or paying, any excess earnings as rebate, or obviating those amounts or payments, as determined by the Fiscal Officer, which action shall be in writing and signed by the Fiscal Officer on behalf of the City; (b) to take any and all actions, make or obtain calculations, 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 an appropriate certificate on behalf of the City, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the City pertaining to Section 148 and the Regulations, and the representations, warranties and covenants of the City regarding compliance by the City with Sections 141 through 150 of the Code and the Regulations.

The Fiscal Officer shall keep and maintain adequate records pertaining to investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the City to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of bond proceeds which may be invested on an unrestricted yield or requires the City to rebate arbitrage profits to the United States Department of the Treasury. The Fiscal Officer is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Notwithstanding any other provision of this Ordinance, if the Fiscal Officer determines to issue all or a portion of the Bonds as obligations that the interest thereon is included in the bondholders' gross income for federal income tax purposes, then the foregoing provisions of this Section 15 shall not apply to such Bonds.

No provision of this Ordinance or of Ordinance 2016-022 shall be interpreted to limit the City's ability to issue the Bonds in more than one series or to issue all or a portion of the Bonds on a taxable basis as described above. Likewise, the City shall also retain the authority to issue all or a portion of the Bonds on a tax-exempt basis as originally contemplated by Section 15 of Ordinance 2016-022.


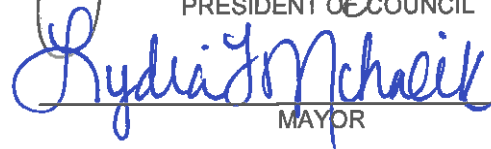
SECTION 6. This Council previously authorized the repeal of Section 127.01 of the Codified Ordinances of the City pursuant to Ordinance No. 2016-038 passed on April 5, 2016 ("Ordinance 2016-038"). Ordinance 2016-038 amended Ordinance 2016-022 to repeal Section 20 of Ordinance 2016-022, and no provision of this Ordinance shall be interpreted as modifying such amendment and repeal as set forth in Ordinance 2016-038. Except as amended hereby and by Ordinance 2016-038, Ordinance 2016-022 shall remain in force and effect as originally passed. This Ordinance on its passage shall become a part of Ordinance 2016-022, and all references to the Ordinance shall include reference to this Ordinance as well as Ordinance 2016-022 and Ordinance 2016-038.

SECTION 7. It is hereby found and determined 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 of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

SECTION 8. The Clerk of Council is hereby directed to forward a certified copy of this Ordinance to the County Auditor of Hancock County, Ohio.

SECTION 9. This Ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the inhabitants of the City, and for the further reason it is immediately necessary to make immediate provision for the defeasing and refunding (as applicable) of the Refunded Bonds in order to take advantage of favorable interest rates.

WHEREFORE, this Ordinance shall take effect and be in force from and after its passage and approval by the Mayor.


PRESIDENT OF COUNCIL

MAYOR


PASSED June 21, 2016

ATTEST DeVise DeVere
CLERK OF COUNCIL

APPROVED June 21, 2016

CERTIFICATE

The undersigned Clerk of Council hereby certifies that the foregoing is a true copy of an ordinance duly adopted by the Council of the City of Findlay, Ohio on June 21, 2016 and that a true copy thereof was certified to the County Auditor of Hancock County, Ohio.



Clerk of Council
City of Findlay, Ohio

RECEIPT OF COUNTY AUDITOR FOR
LEGISLATION PROVIDING
FOR THE ISSUANCE OF
GENERAL OBLIGATION BONDS

I, Charity Rauschenberg, the duly elected, qualified, and acting County Auditor in and for Hancock County, Ohio hereby certify that a certified copy of an ordinance duly adopted by the City Council of the City of Findlay, Ohio on June 21, 2016, which ordinance amended Ordinance No. 2016-022 passed on March 1, 2016 that previously providing for the issuance of general obligation bonds designated "City of Findlay, Ohio Various Purpose Refunding Bonds, Series 2016," or as otherwise designated by the Auditor of said City, in order to provide that the amount of such bonds shall not exceed \$6,900,000, was filed in this office on _____, 2016.

WITNESS my hand and official seal at Findlay, Ohio this _____, 2016.

[SEAL]

County Auditor
Hancock County, Ohio



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June 13, 2016

VIA EMAIL

Donald J. Rasmussen, Esq., Director of Law
James D. Staschiak II, Auditor
City of Findlay
318 Dorney Plaza
Findlay, Ohio 45840

Re: City of Findlay, Ohio
Various Purpose Refunding Bonds, Series 2016

Dear Don and Jim:

Please find enclosed the following documents with respect to the above-referenced bond issue for the City Council's June 21, 2016 meeting.

1. Amended Certificate of Maximum Maturity. To be signed by Jim, as City Auditor, prior to passage of the Ordinance on June 21, 2016.
2. Amending Ordinance. To be passed by the City Council at its June 21, 2016 meeting. One copy of the Amending Ordinance must be certified to the County Auditor of Hancock County.
3. County Auditor's Receipt for Certified Copy of the Amending Ordinance. To be signed by the Hancock County Auditor upon receipt of the Amending Ordinance.

After the Amending Ordinance has been passed, please return one original signed set of the above-referenced documents to our office as soon as possible. If you have any questions regarding any of these documents, please do not hesitate to call me at (614) 227-2372.

Very truly yours,

Paul S. Rutter, Esq.

Enclosures

AMENDED CERTIFICATE OF MAXIMUM MATURITY

To: The City Council of the
City of Findlay, Ohio

The undersigned Auditor of the City of Findlay, Ohio (the "City"), as the fiscal officer of the City, hereby certifies as follows with respect to refunding bonds of the City, in the aggregate principal amount of not to exceed \$6,900,000 (the "Bonds"), that are to be used to defease and refund a portion of the bonds of the City as described below, and the maximum maturity of the Bonds cannot exceed the last maturity permitted by law for the bonds to be refunded, in accordance with Ohio Revised Code Section 133.34, to wit:

Various Purpose Bonds, Series 2008, dated July 23, 2008, originally issued in the aggregate principal amount of \$8,200,000 for the purpose of (i) improving C.R. 236 by widening, constructing, reconstructing, grading, paving, repaving and constructing drainage improvements and related infrastructure with landscaping, traffic control devices, lighting, and other appurtenances thereto; (ii) constructing and improving athletic fields and a perimeter walkway for the Hancock Recreation Center Five Plex Sports Complex, including grading, landscaping, irrigation, paving, fencing, lighting, signage, and all other improvements and appurtenances thereto; (iii) renovating, constructing, reconstructing, and expanding the Hancock Recreation Center, including acquisition of approximately 5.5 acres of land and interests in land adjacent to the Hancock Recreation Center, furnishing and equipping same, and all appurtenances relating thereto; and (iv) acquiring right-of-way along C.R. 236 between U.S. Rt. 224 and S.R. 12 to be used for the C.R. 236 widening project; and the last maturity of which is July 1, 2033.

Therefore, the maximum maturity of the Bonds cannot be later than December 31, 2033.

Dated: June 21, 2016



Auditor
City of Findlay, Ohio