

FISCAL OFFICER'S CERTIFICATE

TO THE COUNCIL OF THE VILLAGE OF OAKWOOD, OHIO:

As fiscal officer of the Village of Oakwood, Ohio, I certify in connection with your proposed issue of \$50,000 of notes (the Notes), to be issued in anticipation of the issuance of bonds (the Bonds), for the purpose of paying costs of resurfacing Forbes Road from Northfield Road to Broadway Avenue in accordance with plans approved or to be approved by Council, together with the necessary related improvements and appurtenances thereto (the improvement), that:

1. The estimated life or period of usefulness of the improvement is at least five years.
2. The estimated maximum maturity of the Bonds, calculated in accordance with Section 133.20 of the Revised Code, is 15 years. If notes in anticipation of the Bonds are outstanding later than the last day of December of the fifth year following the year of issuance of the original issue of notes, the period in excess of those five years shall be deducted from that maximum maturity of the Bonds.
3. The maximum maturity of the Notes is 240 months from their date of issuance.

Dated: August 25, 2020

Director of Finance
Village of Oakwood, Ohio

Mayor
Mot Rogers
Sec Gauthier
8-27-2020
second read

ORDINANCE NO. 2020-73

INTRODUCED BY MAYOR AND COUNCIL AS A WHOLE

AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF \$50,000 OF NOTES, IN ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF PAYING COSTS OF RESURFACING FORBES ROAD FROM NORTHFIELD ROAD TO BROADWAY AVENUE IN ACCORDANCE WITH PLANS APPROVED OR TO BE APPROVED BY COUNCIL, AND DECLARING AN EMERGENCY.

WHEREAS, the Director of Finance, as fiscal officer of the Village, has certified to this Council that the estimated life or period of usefulness of the improvement described in Section 1 is at least five years, the estimated maximum maturity of the Bonds described in Section 1 is 15 years and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds described in Section 1 is 240 months from their date of issuance;

NOW, THEREFORE, BE IT ORDAINED by the Council of the Village of Oakwood, Cuyahoga County, Ohio, that:

Section 1. Authorized Principal Amount of Anticipated Bonds; Purpose. It is necessary to issue bonds of the Village in the aggregate principal amount of \$50,000 (the Bonds) for the purpose of paying costs of resurfacing Forbes Road from Northfield Road to Broadway Avenue in accordance with plans approved or to be approved by Council, together with the necessary related improvements and appurtenances thereto.

Section 2. Estimated Bond Terms. The Bonds shall be dated approximately September 1, 2021, shall bear interest at the now estimated rate of 4.25% per year, payable semiannually until the principal amount is paid, and are estimated to mature in 15 principal installments on August 1 of each year that are in such amounts that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable are substantially equal. The first interest payment on the Bonds is estimated to be February 1, 2022, and the first principal payment of the Bonds is estimated to be August 1, 2023.

Section 3. Authorized Principal Amount of Notes; Dating; Interest Rate. It is necessary to issue and this Council determines that notes in the aggregate principal amount of \$50,000 (the Notes) shall be issued in anticipation of the issuance of the Bonds. The Notes shall be dated the date of issuance and shall mature one year from the date of issuance; provided that the Director of Finance may, if it is determined to be necessary or advisable to the sale of the Notes, establish a maturity date that is any date not later than one year from the date of issuance by setting forth that maturity date in the certificate awarding the Notes and signed in accordance with Section 6 (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 5% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity or at any date of earlier prepayment as provided for in Section 4 and until the principal amount is paid or payment is provided for, subject to

the paragraph immediately below. The aggregate principal amount of and rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

If requested by the Original Purchaser (as defined in Section 6) and if the Director of Finance has determined it to be in the best interests of and financially advantageous to the Village to participate in the Treasurer of State's Ohio Market Access Program (as described in Section 6(c)), the Notes may provide that, in the event that the Village does not pay or make provision for payment at maturity of the debt charges on the Notes, the principal amount of the Notes shall bear interest at a different rate not to exceed the After Maturity Rate (as defined in the Standby Note Purchase Agreement defined and provided for in Section 6(c)) from the maturity date until the Village pays or makes provision to pay that principal amount.

Section 4. Payment of Debt Charges; Paying Agent; Prepayment. The debt charges on the Notes shall be payable in lawful money of the United States of America or in Federal Reserve funds of the United States of America, as determined by the Director of Finance in the Certificate of Award, and shall be payable, without deduction for services of the Village's paying agent, at the designated corporate trust office of U.S. Bank National Association or at the designated corporate trust office or other office of a bank or trust company designated by the Director of Finance, after determining that the payment at that bank or trust company will not endanger the funds or securities of the Village and that proper procedures and safeguards are available for that purpose, or at the office of the Director of Finance if agreed to by the Director of Finance and the Original Purchaser (the Paying Agent). If agreed to by the Original Purchaser, the Notes shall be prepayable without penalty or premium at the option of the Village at any time prior to maturity (the Prepayment Date) as provided in this Ordinance. Prepayment prior to maturity shall be made by deposit with the Paying Agent of the principal amount of the Notes together with interest accrued thereon to the Prepayment Date. The Village's right of prepayment shall be exercised by mailing a notice of prepayment, stating the Prepayment Date and the name and address of the Paying Agent, by certified or registered mail to the Original Purchaser and to the Paying Agent not less than seven days prior to the Prepayment Date. If money for prepayment is on deposit with the Paying Agent on the Prepayment Date following the giving of that notice, interest on the principal amount prepaid shall cease to accrue on the Prepayment Date. The Director of Finance may request the Original Purchaser to use its best efforts to arrange for the delivery of the Notes at the designated office of the Paying Agent for prepayment, surrender and cancellation.

Section 5. Execution of Notes; Book Entry System. The Notes shall be signed by the Mayor and the Director of Finance, in the name of the Village and in their official capacities, provided that one of those signatures may be a facsimile. The Notes shall be issued in the denominations and numbers as requested by the Original Purchaser and approved by the Director of Finance. The entire principal amount may be represented by a single note and may be issued as fully registered securities (for which the Director of Finance will serve as note registrar) and in book entry or other uncertificated form in accordance with Section 9.96 and Chapter 133 of the Revised Code if it is determined by the Director of Finance that issuance of fully registered securities in that form will facilitate the sale and delivery of the Notes. The Notes shall not have coupons attached, shall be numbered as determined by the Director of Finance 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. As used in this Section and this Ordinance:

“Book entry form” or “book entry system” means a form or system under which (i) the ownership of beneficial interests in the Notes and the principal of, and interest on, the Notes may be transferred only through a book entry, and (ii) a single physical Note certificate is issued by the Village and payable only to a Depository or its nominee, with such Notes deposited and maintained in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the Village is the record that identifies the owners of beneficial interests in the Notes and that principal and interest.

“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 beneficial interests in the Notes or the principal of, and interest on, the Notes and to effect transfers of the Notes, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

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

The Notes may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Notes may be issued in the form of a single Note made payable to the Depository or its nominee and deposited and maintained in the custody of the Depository or its agent for that purpose; (ii) the beneficial owners in book entry form shall have no right to receive the Notes in the form of physical securities or certificates; (iii) ownership of beneficial interests 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 beneficial interests shall be made only by book entry by the Depository and its Participants; and (iv) the Notes 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 Village.

If any Depository determines not to continue to act as a Depository for the Notes for use in a book entry system, the Director of Finance may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Director of Finance does not or is unable to do so, the Director of Finance, after making provision for notification of the beneficial owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Notes from the Depository, and shall cause the Notes in bearer or payable to order form to be signed by the officers authorized to sign the Notes 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 Village action or inaction, of those persons requesting such issuance.

The Director of Finance is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry system for the Notes, after determining that the signing thereof will not endanger the funds or securities of the Village.

Section 6. Award and Sale of the Notes.

(a) To the Original Purchaser. The Notes shall be sold at not less than par plus accrued interest to the original purchaser designated by the Director of Finance in the Certificate of Award (the Original Purchaser) in accordance with law and the provisions of this Ordinance. The Director of Finance shall sign the Certificate of Award evidencing that sale to the Original Purchaser, cause the Notes to be prepared, and have the Notes signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Notes if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. The Mayor, the Director of Finance, the Director of Law, the Clerk of Council and other Village officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements, paying agent agreement, note purchase agreement, placement agent agreement, term sheet and other commitments, documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance. The Director of Finance is authorized, if it is determined to be in the best interest of the Village, to combine the issue of Notes with one or more other note issues of the Village into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

(b) Application for Rating; Financing Costs. The Director of Finance is authorized to request a rating for the Notes from one or more nationally-recognized rating agencies in connection with the sale and issuance of the Notes. The expenditure of the amounts necessary to secure those rating(s) and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Notes is authorized and approved, and the Director of Finance is authorized to provide for the payment of any such amounts and costs from the proceeds of the Notes to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

(c) Ohio Market Access Program. If the Director of Finance determines in the Certificate of Award for it to be in the best interest of and financially advantageous to the Village, the Village shall participate in the Treasurer of State's Ohio Market Access Program.

The Standby Note Purchase Agreement (Standby Note Purchase Agreement) and Paying Agent Agreement (Paying Agent Agreement) are hereby authorized in the forms presented to this Council with such changes not materially adverse to the Village as may be approved by the officers of the Village executing the Standby Note Purchase Agreement and Paying Agent Agreement. The Village acknowledges the agreement of the Treasurer of State in the Standby Note Purchase Agreement that, in the event the Village is unable to repay the principal amount and accrued and unpaid interest of the Notes at their maturity, whether through its own funds or through the issuance of other obligations of the Village, the Treasurer of State agrees (A) to purchase the Notes from the holders or beneficial owners thereof upon their presentation to the Treasurer of State for such purchase at a price of par plus accrued interest to maturity or (B) to purchase renewal notes of the Village in a principal amount not greater than the principal amount of the Notes plus interest due at maturity, with such renewal notes bearing interest at the Renewal Note Rate (as defined in the Standby Note Purchase Agreement), maturing not more than one year after the date of their issuance, and being prepayable at any time with 30 days' notice, provided that in connection with the Treasurer of State's purchase of such renewal notes the Village shall deliver to the Treasurer of State an unqualified opinion of nationally recognized bond counsel that (i) such renewal notes

are the legal, valid and binding general obligations of the Village, and the principal of and interest on such renewal notes, unless paid from other sources, are to be paid from the proceeds of the levy of ad valorem taxes, within the ten-mill limitation imposed by law, on all property subject to ad valorem taxes levied by the Village and (ii) interest on the renewal notes is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code, as amended, to the same extent that interest on the Notes is so excluded.

The officers signing the Notes are authorized to take all actions that may in their judgment reasonably be necessary to provide for the Standby Note Purchase Agreement, including but not limited to the inclusion of a notation on the form of the Notes providing notice to the holders or beneficial owners of the existence of the Standby Note Purchase Agreement and providing instructions to such holders or beneficial owners regarding the presentation of the Note for purchase by the Treasurer of State at stated maturity.

Section 7. Application of Note Proceeds. The proceeds from the sale of the Notes, except any premium and accrued interest, shall be paid into the proper fund or funds and those proceeds are appropriated and shall be used for the purpose for which the Notes are being issued. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

Section 8. Application and Pledge of Bond or Renewal Note Proceeds or Excess Funds. The par value to be received from the sale of the Bonds or of any renewal notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used to pay the debt charges on the Notes at maturity and are pledged for that purpose.

Section 9. Provisions for Tax Levy. During the year or years in which the Notes are outstanding, there shall be levied on all the taxable property in the Village, in addition to all other taxes, the same tax that would have been levied if the Bonds had been issued without the prior issuance of the Notes. 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 Notes or the Bonds when and as the same fall due. In each year to the extent other funds are available for the payment of debt charges on the Notes and Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of other funds so available and appropriated.

Section 10. Federal Tax Considerations. The Village covenants that it will use, and will restrict the use and investment of, the proceeds of the Notes in such manner and to such extent as may be necessary so that (a) the Notes will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Notes will not be an item of tax preference under Section 57 of the Code.

The Village further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Notes to be and 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 it, will, among other acts of compliance, (i) apply the proceeds of the Notes 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 Director of Finance, as the fiscal officer, or any other officer of the Village having responsibility for issuance of the Notes is hereby authorized (a) to make or effect any election, selection, designation (including specifically designation of the Notes as “qualified tax-exempt obligations” if such designation is applicable and desirable, and to make any related necessary representations and covenants), choice, consent, approval, or waiver on behalf of the Village with respect to the Notes as the Village 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 favorable tax treatment or status of the Notes 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 of 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 Village, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Notes, and (c) to give one or more appropriate certificates of the Village, for inclusion in the transcript of proceedings for the Notes, setting forth the reasonable expectations of the Village regarding the amount and use of all the proceeds of the Notes, 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 Notes. .

Section 11. Certification and Delivery of Ordinance and Certificate of Award. The Clerk of Council is directed to deliver or cause to be delivered a certified copy of this Ordinance and a copy of the signed Certificate of Award to the Cuyahoga County Fiscal Officer.

Section 12. Satisfaction of Conditions for Note Issuance. This Council determines that all acts and conditions necessary to be done or performed by the Village or to have been met precedent to and in the issuing of the Notes in order to make them legal, valid and binding general obligations of the Village have been performed and have been met, or will at the time of delivery of the Notes 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 9) of the Village are pledged for the timely payment of the debt charges on the Notes; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Notes.

Section 13. Retention of Bond Counsel. The legal services of Squire Patton Boggs (US) LLP, as bond counsel, be and are hereby retained. 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 Notes and the rendering of the necessary legal opinion upon the delivery of the Notes. 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 Village in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the Village 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. The Director of Finance is authorized to provide for the payment of those fees and any reimbursements from the proceeds of the Notes to the extent available and otherwise is authorized and directed 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 14. Retention of Municipal Advisor. The services of MAS Financial Advisory Services LLC, as municipal advisor, be and are hereby retained. The municipal advisory services shall be in the nature of financial advice and recommendations in connection with the issuance and sale of the Notes. In rendering those municipal advisory services, as an independent contractor, that firm shall not exercise any administrative discretion on behalf of the Village in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the Village or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those municipal advisory services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those municipal advisory services. The Director of Finance is authorized to provide for the payment of those fees and any reimbursements from the proceeds of the Notes to the extent available and otherwise is authorized and directed 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 15. Compliance with Open Meeting Requirements. 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 of any of its committees, and that all deliberations of this Council and of any committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

Section 16. Captions and Headings. 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 17. Declaration of Emergency; Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the Village, and for the further reason that this Ordinance is required to be immediately effective so that the Notes can be sold and issued at an early date to make their proceeds available to enable the Village to enter into a contract for the improvement which is needed to eliminate existing and potential

hazards to vehicular and pedestrian traffic in the Village; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

Passed: August 27, 2020

President of Council

[Signature]
Clerk of Council

August 28, 2020
Presented to the Mayor:

Approved:

Mayor [Signature]

CLERK'S CERTIFICATE

I, the undersigned Clerk of Council of the Village of Oakwood, County of Cuyahoga, Ohio, do hereby certify that the foregoing Ordinance No. 2020-73 was (i) duly and regularly passed by this Council at a meeting held on August 25, 2020, and (ii) duly posted on August ____, 2020, and will remain so posted for a period of 15 days thereafter in the Council Chambers and in not less than five of the most public places in the municipality, as determined by the Council of said Village.

Dated: August ____, 2020

Clerk of Council
Village of Oakwood, Ohio

DEBRA HLADKY

From: Sharb, Michael L. <mike.sharb@squirepb.com>
Sent: Friday, August 21, 2020 9:21 AM
To: Brian Thompson
Cc: DEBRA HLADKY; James A. Climer - Mazanec, Raskin & Ryder Co., L.P.A. (jclimer@mrrlaw.com); mas stu (mattstu1@gmail.com); Reidy, Tim (Tim.Reidy@53.com); Alyson S. Davies (alyson.davies@53.com); David A. Schlabach (david.schlabach@usbank.com); Juleen Hunley (juleenx.hunley@usbank.com)
Subject: Village of Oakwood - Additional BAN Proceedings [I-AMS.FID4812921]
Attachments: Fiscal Officer_s Certificate - Forbes Road.DOCX; Note Ordinance - Forbes Road.DOCX

Brian, following up on my conversations with Matt Stuczynski, I understand the Village needs to raise an additional \$50,000 for a "new money" Forbes Road resurfacing project. This additional \$50,000 would be consolidated for purposes of sale with the Notes described in my August 13 e-mail below, resulting in \$2,130,000 Various Purpose Notes, Series 2020.

I have attached a Fiscal Officer's Certificate and Note Ordinance for this new money project. **These materials should be processed as with the materials described in my August 13 e-mail below**, as I understand this new Note Ordinance will be added to the agenda for the August 25 Council meeting. The forms of agreements previously provided can remain as they are.

Thanks, and please let me know if you have any questions. Have a great weekend.

Mike

From: Sharb, Michael L. <mike.sharb@squirepb.com>
Sent: Thursday, August 13, 2020 11:28 AM
To: Brian L. Thompson (bthompson@oakwoodvillageoh.com) <bthompson@oakwoodvillageoh.com>
Cc: Deb Hladky <DHladky@oakwoodvillageoh.com>; James A. Climer - Mazanec, Raskin & Ryder Co., L.P.A. (jclimer@mrrlaw.com) <jclimer@mrrlaw.com>; mas stu (mattstu1@gmail.com) <mattstu1@gmail.com>; Reidy, Tim (Tim.Reidy@53.com) <Tim.Reidy@53.com>; Alyson S. Davies (alyson.davies@53.com) <alyson.davies@53.com>; David A. Schlabach (david.schlabach@usbank.com) <david.schlabach@usbank.com>; Juleen Hunley (juleenx.hunley@usbank.com) <juleenx.hunley@usbank.com>
Subject: \$2,080,000 Village of Oakwood, Ohio, Various Purpose Notes, Series 2020 - Initial Proceeding and Documents to be Placed on File [I-AMS.FID4812921]

Village of Oakwood, Ohio

\$2,080,000 Various Purpose Notes, Series 2019

- \$25,000 Vehicle Notes (Partial Renewal) (2008)
- \$360,000 Street Notes (Partial Renewal) (2009)
- \$250,000 Service Department Notes (Partial Renewal) (2009)
- \$810,000 Street Notes (Partial Renewal) (2010)
- \$455,000 Street Notes (Partial Renewal) (2011)
- \$45,000 Vehicle Notes (Partial Renewal) (2015)
- \$40,000 Community Center Notes (Renewal) (2018)
- \$35,000 Real Estate Notes (Renewal) (2018)
- \$30,000 Street Notes (Renewal) (2018)
- \$30,000 Recycling Container Notes (Renewal) (2018)

Brian, please find attached the initial proceedings necessary for the issuance of the above-captioned bond anticipation notes. These notes will renew (excepting an aggregate pay down of \$120,000) the Village's outstanding \$2,200,000 Various Purpose Notes, Series 2019. The interest due on the Series 2019 Notes at their maturity on September 17 will be \$49,362.50 (thus a total of \$169,362.50 will be required from the Village on September 17, in addition to the Series 2020 Note proceeds, to retire the Series 2019 Notes). The attached documents are to be processed as follows:

- **Fiscal Officer's Certificate**, to be reviewed and signed by you on Page 2 and presented to Council prior to its first consideration of the Note Ordinance.
- **Note Ordinance**, which I understand is expected to be considered and passed by Council under suspension of the rules and as an emergency measure at its regular meeting on **August 25**.

You will note authorization to participate in the Treasurer of State's Ohio Market Access Program (OMAP) in Section 6(c) of the Note Ordinance.

- Form of **Standby Note Purchase Agreement** related to OMAP among the Village, U.S. Bank National Association and the Treasurer of the State of Ohio, to be placed on file with the Clerk of Council as described in Section 6(c) of the Note Ordinance. No action is required regarding this Agreement at this time; if OMAP is utilized (as expected), a signature ready version of this Agreement will be provided at a later date.
- Form of **Paying Agent Agreement** related to OMAP between the Village and U.S. Bank National Association, to be placed on file with the Clerk of Council as described in Section 6(c) of the Note Ordinance. No action is required regarding this Agreement at this time; if OMAP is utilized (as expected), a signature ready version of this Agreement will be provided at a later date.

For the transcript of proceedings, I would appreciate receiving as soon as they are available (i) a copy of the signed Fiscal Officer's Certificate, (ii) a certified copy of the Note Ordinance, as passed, and (iii) a certified copy of the minutes from the August 25 Council meeting, reflecting separate motions and roll call votes on suspension of the rules and passage (assuming, of course, that is the case).

After my receipt of a certified copy of the Note Ordinance, as passed, and the sale of the Notes, I will make the necessary arrangements for delivery of the Note Ordinance to the County Fiscal Officer, and obtain a receipt therefor, as well as a Supplemental Financial Statement ("ten-mill" certificate), on the Village's behalf.

As always, please let me know if you have any questions.

Mike



Michael L. Sharb
Partner and Practice Group Leader
Public and Infrastructure Finance Practice Group
Squire Patton Boggs (US) LLP
4900 Key Tower
127 Public Square
Cleveland, Ohio 44114

T (216) 479 8389
O (216) 479 8500
F (216) 479 8780
M (440) 429 0011

mike.sharb@squirepb.com | squirepattonboggs.com



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#US

DEBRA HLADKY

From: Brian Thompson
Sent: Thursday, August 27, 2020 10:40 AM
To: Johnnie Warren; JOHN WARREN; Candace Williams; cwilliams954@aol.com; Melanie Sanders; Chris Callender; Chris Callender; Elaine Gaither; Elaine Gaither; Patricia Rogers; Patricia Rogers (ward4councilwoman@gmail.com); Eloise Hardin; Eloise Hardin (ehardin2@hotmail.com)
Cc: DEBRA HLADKY
Subject: Street Projects funded with BAN (Bond Anticipation Note) Proceeds

Morning Council Members,

Just for FYI from the Finance Directors Desk

Due to the discussion surrounding the funding of the new street project with The City Bedford.

I wanted to briefly describe the historical procedure on how we fund our street projects.

The Village of Oakwood procedurally funds our street projects by the following process.

Once the engineer completes and approves the bidding process for who gets the job and the project is complete.

The Finance department expends the cost of the project from our SCMR fund appropriations pending sign off and approval of completion from the Village Engineer.

The cash to pay for the street projects is derived from BAN (Bond Anticipation Notes) to cover the cost of payment to the contractor that provides the service.

This procedure has been the best economical and efficient process for past Village Street Projects as well.

- > Due to the validity of the project as explained from our Village Engineer.
- > The cost to borrow is at favorable rates on the market 1-2%.
- > The payment on the new note will not have to be paid on until September 2021.

It is my strong recommendation that we fund the 50K street project in the form of a BAN (Bond Anticipation Note) to fund the project with The City of Bedford.

The current appropriations available in our council approved 2020 SCMR budget is in excess of 550K this will allow us to expend the 50K with use of proceeds from legislation 2020-73.

In response to providing the check detail for the month the report is already inclusive in the monthly financials provided to Council for distribution to all members the report is labeled check detail report by ck number.

In addition I looked back at the reason for not having a Finance Meeting in the month of July and realized The July 28, 2020 Finance Committee meeting was canceled due to the scheduling of The Village of Oakwood Black Lives Matter event.

Thanks for your cooperation in this matter.

Brian L. Thompson
Finance Director
Village of Oakwood
24800 Broadway Ave.
Oakwood Village, Ohio 44146
440-232-9988 Ext. 102
330-322-2542 Cell