

ORDINANCE NO. 104-25

AN ORDINANCE TO PROVIDE FOR THE ISSUANCE AND SALE OF NOT TO EXCEED \$3,000,000 OF NOTES OF THE CITY OF MEDINA FOR THE PURPOSE OF PAYING A PORTION OF THE COSTS OF CONSTRUCTING, RECONSTRUCTING, FURNISHING, EQUIPPING AND OTHERWISE IMPROVING BUILDING FACILITIES IMPROVEMENTS COMPRISING THE COURTHOUSE PROJECT, INCLUDING ALL NECESSARY APPURTENANCES THERETO, AND DECLARING AN EMERGENCY.

WHEREAS, the Director of Finance, as fiscal officer of this City, has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 1 is at least five years, the estimated maximum maturity of the Bonds described in Section 1 is at least 28 years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is 20 years from the date of issuance of the Notes authorized herein;

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

- SEC. 1:** It is necessary to issue bonds of this City in the aggregate principal amount of not to exceed \$3,000,000 (the Bonds) for the purpose of paying a portion of the costs of constructing, reconstructing, furnishing, equipping and otherwise improving building facilities improvements comprising the courthouse project, including all necessary appurtenances thereto.
- SEC. 2:** The Bonds shall be dated approximately May 1, 2026, shall bear interest at the now estimated rate of 5.00% per year, payable annually until the principal amount is paid, and are estimated to mature in 28 annual principal installments. The first principal payment is expected to be payable on December 1, 2027.
- SEC. 3:** It is necessary to issue and this Council determines that notes in the aggregate principal amount of not to exceed \$3,000,000 (the Notes) shall be issued in anticipation of the issuance of the Bonds. The principal amount shall be that amount determined by the Director of Finance of this City in a certificate of award (Certificate of Award) to be the amount necessary, after determining the amount of other funds available and appropriated for the purpose, necessary to finance the improvements described in Section 1 hereof. The Notes shall bear interest at a rate of not to exceed 5.00% per year (computed on a 360-day per year basis), payable at maturity or at any date of earlier prepayment as provided for in Section 4 of this ordinance and until the principal amount is paid or payment is provided for. The interest rate shall be established by the

Director of Finance in the Certificate of Award, in accordance with his determination of the best interests and financial advantages of the City.

SEC. 4: 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 if so requested by the original purchaser, and shall be payable, without deduction for services of the City's paying agent, upon presentation and surrender, at the office of the Note Registrar, as paying agent to the persons in whose names the Notes are registered on the Note Register (both terms as defined in Section 5 hereof). The Notes shall be dated as of their date of issuance as set forth by the Director of Finance in the certificate of award, and shall mature no more than 1 year from the date of issuance of the Notes, with such date as set forth in the Certificate of Award. The Notes shall be prepayable without penalty or premium at the option of the City at any time prior to maturity as provided in this ordinance. Prepayment prior to maturity shall be made by deposit with the Note Registrar of the principal amount of the Notes together with interest accrued thereon to the date of prepayment. The City's right of prepayment shall be exercised by mailing a notice of prepayment, stating the date of prepayment and the name and address of the Note Registrar, by certified or registered mail to the original purchaser of the Notes not less than seven days prior to the date of that deposit, unless that notice is waived by the original purchaser of the Notes. If money for prepayment is on deposit with the Note Registrar on the specified prepayment date following the giving of that notice (unless the requirement of that notice is waived as stated above), interest on the principal amount prepaid shall cease to accrue on the prepayment date, and, upon the request of the City's Director of Finance, the original purchaser of the Notes shall arrange for the delivery of the Notes at the designated office of the Note Registrar for prepayment and surrender and cancellation.

SEC. 5: The Notes shall be signed by the Mayor and the Director of Finance in the name of the City 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, provided that the entire principal amount may be represented by a single note. 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.

No Note shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this ordinance unless and until the certificate of authentication printed on the Note is signed by the Note Registrar as authenticating agent. Authentication by the Note Registrar shall be conclusive evidence that the Note so authenticated has been duly issued,

signed and delivered under, and is entitled to the security and benefit of, this ordinance. The Director of Finance shall act as Note Registrar. So long as any of the Notes remain outstanding, the City will cause the Note Registrar to maintain and keep at its office all books and records necessary for the registration, exchange and transfer of Notes as provided in this Section (the Note Register). The person in whose name a Note is registered on the Note Register shall be regarded as the absolute owner of that Note for all purposes of this ordinance. Payment of or on account of the debt charges on any Note shall be made only to or upon the order of that person; the City and the Note Registrar shall not 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 Note, including interest, to the extent of the amount or amounts so paid. Any Note may be exchanged for Notes of any authorized denomination upon presentation and surrender at the office of the Note 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 Note Registrar. A Note may be transferred only on the Note Register upon presentation and surrender of the Note at the office of the Note 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 Note Registrar. Upon exchange or transfer, the Note Registrar shall complete, authenticate and deliver a new Note or Notes of any authorized denomination or denominations requested by the owner equal in the aggregate to the principal amount of the Note or Notes 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 Note Registrar shall undertake the exchange or transfer of Notes only after the new Notes are signed by the authorized officers of the City. In all cases of Notes exchanged or transferred, the City shall sign and the Note Registrar shall authenticate and deliver Notes in accordance with the provisions of this ordinance. The exchange or transfer shall be without charge to the owner, except that the City and Note 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 Note Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Notes 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 this ordinance, as the Notes surrendered upon that exchange or transfer.

SEC. 6: The Notes shall be initially offered to the Treasury Investment Account, and if not taken, the Notes shall be sold by the Director of Finance at private sale in accordance with law and the provisions of this ordinance for not less than the par value; and the Director of Finance is hereby authorized and directed to deliver such note, when executed, to the

purchaser upon payment of such purchase price. The Director of Finance shall, consistent with the provisions of this ordinance sign the Certificate of Award evidencing the sale of the Notes, 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 Law Director and other City officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this ordinance

SEC. 7: 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.

SEC. 8: 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.

SEC. 9: During the year or years in which the Notes are outstanding, there shall be levied on all the taxable property in the City, 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 proceeds from the City's municipal income tax are available for the payment of debt charges on the Bonds or Notes and are appropriated for the purpose, the amount of the tax shall be reduced by the amount of the income tax so available and appropriated. The City hereby covenants that it will appropriate annually from lawfully available municipal income taxes and will continue to levy and collect those municipal income taxes in the amounts necessary to meet the debt charges on the Bonds or Notes when and as the same shall fall due.

SEC. 10: The City 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, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest on the Notes will not be treated as an item of tax preference under Section 57 of the Code. The City further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Notes to be and remain excluded from gross income for federal income tax purposes, and (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 purpose 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 City having responsibility for issuance of the Notes is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with respect to the Notes as the City is permitted to or required to make or give under the federal income tax laws, 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 City, 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 City, for inclusion in the transcript of proceedings for the Notes, setting forth the reasonable expectations of the City 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.

SEC. 11: The Clerk of the Council is directed to forward a certified copy of this ordinance to the County Director of Finance.

SEC. 12: This Council determines that all acts and conditions necessary to be done or performed by the City 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 City 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 City 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.

SEC. 13: 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.

SEC. 14: This ordinance is declared to be an emergency measure necessary for the immediate preservation of the public health, peace, safety and welfare of the City, and for the further reason that this ordinance must be immediately effective so that the Notes can be sold at the earliest possible date to enable the City to timely meet its obligations with respect to the improvements described herein; wherefore, this ordinance shall take effect and be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: May 27, 2025

SIGNED: John M. Coyne, III
President of Council

ATTEST: Kathy Patton
Clerk of Council

APPROVED: May 28, 2025

SIGNED: Dennis Hanwell
Mayor


Law Director