



City of Bay Village

350 DOVER CENTER ROAD
BAY VILLAGE, OHIO 44140-2299

Agenda, Bay Village City Council
Regular Meeting, Council Chambers

Phone: 440/871-2200

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May 4, 2015

8:00 p.m.

Caucus 7:30 p.m. Conference Room
(Public Welcome)

Paul A. Koomar, President of Council, Presiding
Pledge of Allegiance/ Tom Henderson, Councilman, Ward 4
Roll Call
Reading of Minutes – Special Meeting of Council –April 27, 2015
Cahoon Memorial Park Trustees – April 27, 2015

ANNOUNCEMENTS

Special Election Tuesday, May 5, 2015 – Natural Gas Aggregation

REPORTS

Mayor Sutherland	Director of Community Services Selig
Director of Law Ebert	Police Chief Spaetzel
Director of Finance Mahoney	Fire Chief Lyons
Director of Recreation Enovitch	
Director of Public Service/Safety Thomas	

COMMUNICATIONS

AUDIENCE

COMMITTEE OF THE WHOLE

ENVIRONMENT, SAFETY & COMMUNITY SERVICES COMMITTEE – Mr. Lee

Ordinance amending Codified Ordinance Chapter 527 regarding Littering (First Reading)

Ordinance amending Codified Ordinance Section 543.11 regarding sidewalks to be cleaned of ice and snow, and declaring an emergency (First Reading)

FINANCE AND CLAIMS- Mr. Clark

Motion to acknowledge receipt of April, 2015 financial reports of the City of Bay Village prepared by Director of Finance Renee Mahoney.

Ordinance No. 15-29 providing for the issuance and sale of \$120,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of resurfacing and making other improvements to City surface parking areas, and declaring an emergency. Second Reading (First Reading April 27, 2015)

Ordinance No. 15-30 providing for the issuance and sale of \$26,000 of notes, in anticipation of the issuance of bonds, for the purpose of acquiring office equipment for use in performing the administrative functions of the City, and declaring an emergency. Second Reading (First Reading April 27, 2015)

Ordinance No. 15-31 providing for the issuance and sale of \$1,806,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of (I) Improving streets by resurfacing, paving and making other improvements as designated in the plans approved or to be approved by Council, (II) Improving the City's parks and recreational facilities by improving basketball and tennis courts, aquatic and related facilities and their sites and constructing and improving lighting facilities at Hartman Field, (III) Acquiring motor vehicles and equipment and acquiring and installing a work order system for use in performing the functions of the city's department of public services and properties, (IV) Acquiring motor vehicles and equipment for use in performing the functions of the City's Police Department, (V) Acquiring office equipment for use in performing the administrative functions of the City, (VI) Acquiring a bus for use in performing the functions of the City's Department of Community Services and (VII) Acquiring a motor vehicle and equipment for use in performing the functions of the City's Fire Department, and declaring an emergency. Second Reading (First Reading April 27, 2015)

Ordinance No. 15-32 providing for the issuance and sale of \$90,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of acquiring a motor vehicle and equipment for use in performing the functions of the City's Fire Department, and declaring an emergency. Second Reading (First Reading April 27, 2015)

Ordinance No. 15-33 providing for the issuance and sale of \$405,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of acquiring motor vehicles and equipment and acquiring and installing a fuel dispensing system for use in performing the functions of the City's Department of Public Services and Properties, and declaring an emergency. Second Reading (First Reading April 27, 2015)

Ordinance No. 15-34 providing for the issuance and sale of \$622,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of improving streets by resurfacing, paving and making other improvements as designated in the plans approved or to be approved by Council, and declaring an emergency. Second Reading (First Reading April 27, 2015)

Ordinance No. 15-35 providing for the issuance and sale of \$166,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of improving the City's Sanitary Sewerage System by constructing sewer lines, and declaring an emergency. Second Reading (First Reading April 27, 2015)

Ordinance No. 15-36 providing for the issuance and sale of \$76,000 of notes, in anticipation of the first issuance of bonds, for the purpose of paying costs of acquiring a motor vehicle and equipment for use in performing the functions of the City's Police Department, and declaring an emergency. Second Reading (First Reading April 27, 2015)

Agenda
Regular Meeting of Council
May 4, 2015

PUBLIC IMPROVEMENTS/STREETS/SEWERS/DRAINAGE COMMITTEE-Mr. Tadych

PLANNING, ZONING & PUBLIC GROUNDS & BUILDINGS COMMITTEE – Mrs. Lieske

RECREATION AND PARK IMPROVEMENTS COMMITTEE – Mr. Henderson

SERVICES, UTILITIES & EQUIPMENT COMMITTEE – Mr. Vincent

MISCELLANEOUS

Motion to convene to Executive Session regarding Litigation: Olson/Pavicic; Alice O'Donnell; Tasse

CAHOON MEMORIAL PARK TRUSTEES

Request of The Cleveland Shakespeare Festival to sponsor a performance at the Gazebo in Cahoon Memorial Park, from 7 p.m. to 9 p.m. on Friday, June 19, 2015, including the use of the Community House from 8 a.m. to 11 p.m. per the contract approved by the Mayor, subject to receipt of Certificate of Insurance.

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Procedure

Section 2.14 - Effective Date
C.O. 111.10 - Council Rules for Legislation

Roll call on suspension of Charter Rules:

Every ordinance or resolution shall be read on three different days unless two-thirds (2/3) of the total number of Council members provided for in this Charter dispense with the rules.

Roll call on suspension of Council Rules:

No ordinance or resolution shall be passed unless a written copy thereof is before the Council ...at least 24 hours before any meeting of Council at which action...is contemplated.

Roll call on inclusion of the emergency.

All ordinances and resolutions shall become effective forty (40) days after their passage by Council unless a later effective date is set forth or an earlier date is established. Resolutions to initiate any public improvement shall become effective immediately upon their passage and approval by the Mayor.

It is required that two-thirds (2/3) of the total number of Council members provided for by this Charter vote affirmatively to enact with the emergency. This clause allows legislation to become effective immediately upon passage and approval by the Mayor.

NOTE: Regular and Special Meetings of Council are scheduled for 8:00 p.m. However, Council generally meets informally at 7:30 p.m. prior to a Regular or Special meeting, and said portion, usually held in the conference room, is open to the public.

City of Bay Village

Council Minutes, Special Meeting
Council Chambers 8:00 p.m.

April 27, 2015

Paul Koomar, President of Council, Presiding

Present: Clark, Koomar, Lee, Lieske, Tadych, Vincent, Mayor Sutherland

Absent: Mr. Henderson, due to illness

Also Present: Law Director Ebert, Finance Director Mahoney, Safety/Service Director Thomas, Operations Manager Lander

President of Council Koomar called the meeting to order at 8:00 p.m. with a roll call and Pledge of Allegiance led by Councilwoman Karen Lieske, Ward 3

ANNOUNCEMENTS

Mayor Sutherland issued a reminder that the gas aggregation issue is on the May 5, 2015 ballot. Absentee ballots are still available.

Mayor Sutherland stated that specific letters will be sent out to property owners in the Bruce, Russell Douglas area regarding Chapter 916. The letters will detail what is going on with each piece of property. After that an informational meeting will be held regarding how sewers work, and how they don't work. The Mayor reminded everyone that the changes being made in that area are being mandated by the U.S. Environmental Protection Agency (EPA). The Mayor stated that the City has no choice in the matter and is trying to do this in a way that is as least expensive to the residents as possible.

The Mayor read a list of the recipients of grant dollars from The Cleveland Water Department. Garfield Heights, 4 projects, \$276,000, \$452,000, \$156,000, \$161,000; Fairview Park, replacing an 8 inch water line for \$591,000 a second project for \$209,000 and a third project for \$675,000; Seven Hills, \$82,000 and a second project for \$841,000; Olmsted Falls \$339,000; Brooklyn Heights \$226,000, Rocky River \$2.1 million.

Mr. Koomar noted that the City is currently aggregating for electric power in the City of Bay Village, saving residents about 6% of a portion of their electric bill. This proposal would do the same thing for gas aggregation, resulting in lower prices for natural gas for residents. The program is structured such that residents have an opportunity individually to opt out. NOPEC is sponsoring the cost of the election at approximately \$26,000, so there is really no cost to Bay Village proper. The reason for the ballot issue in the springtime is to be prepared for better rates next winter.

AUDIENCE

The following audience members signed in this evening: Dick Majewski, Lydia DeGeorge, Pam Cottam, Denny Wendell, Jerrie Barnett, Jeff Gallatin, Conda Boyd, Kismet Wunder, Cathy McPhillips, Sean Kinzel, Maureen Millett, Peter Renerts, Brigid Whitford, Stacey Murray, Kate Dillman, Walt VanTilburg, Russell Thompson.

Conda Boyd, 27896 West Oakland Road, urged attendance at the final session of the League of Women Voters' Spring Speakers Forum. The session will be held Wednesday evening, April 29, 7:30 p.m. to 9 p.m. at the Dwyer Memorial Center focusing on tax abatements as a way to attract new businesses and housing. Robert Simons, Cleveland State University Urban Affairs Professor, will discuss the theory of tax abatements and how they affect cities and schools differentially. Mayors Eileen Patton of Fairview Park, and Dennis Clough of Westlake will discuss their cities' experiences with abatements. Time for questions and answers will be provided.

Stacey Murray, 26807 Russell, asked Mayor Sutherland if the announcement she made earlier in the meeting regarding money from the Cleveland Water Department was for water for the different cities. Mrs. Murray asked if the City of Bay Village could have gone in for that to get something that is going to offset this possible \$5,000 per house charge to correct the sewer connection.

Mayor Sutherland answered that we could have, however Council decided to table the issue.

Mr. Koomar addressed the Mayor stating that she is talking about sanitary lines versus water. Mr. Vincent added that the money spoken of has nothing to do with the sanitary disconnection issue. Mayor Sutherland replied that it does because it could be used to leverage the project. If we are going to be opening a trench we might as well replace the water lines.

Mr. Koomar addressed Director of Public Service Thomas stating that he may want to correct the Mayor that this is all on private property.

Mr. Thomas stated that the foundation addresses private property but what the Mayor is saying is if we are looking at an overall project it can also affect that cost.

Mr. Vincent asked if that wouldn't go for every grant possible that we could apply for through anything that the city uses money on; any Department of Transportation grant or any grant that the City could apply for?

Ms. Murray asked why it was tabled; why did you not go for the grant if you knew there were issues that could be offset for your residents. I don't understand why it was tabled. I assume this isn't new. I doubt this is all a shock to you. I've known about it for a good year now. I am just not understanding why you would table that when it may help your residents. If it could have possibly helped the residents, shouldn't that have been your first consideration? This has been

very sneaky in many ways. They showed up; letters are going to coming; they are not going to be coming in. They would come and spend three days in one house, thirteen minutes in the next house. Dig up for 8 days. There was no rhyme or reason.

Mr. Thomas stated that each and every household is different when we test. Some houses will have more problems than others. On May 26 of 2014, letters were delivered by sewer crews to the homes on Bruce, Russell, Douglas, and parts of Lake Road. The letter stated very simply what we were doing, why we were there, and that the U.S. EPA had driven this to the point where we had to make sure we were doing something, looking at clear water infiltration into our sanitary sewer system. We also explained in the secondary letter the process of how we were doing it. The crews actually started on June 26, 2014, but they didn't finish in the area until October 2. Then we get the results of the testing. On September 12, 2014 we delivered another letter to the homes asking for additional information from the homeowners in regard to sump pumps or anything they may have put into the system themselves. Then we started looking at all the information we gathered. We reviewed this to the end of 2014, and we met with our City Engineer, and started looking at what we can do to help these folks who live over there. This is no easy thing. Most of you question as to why it wasn't an issue when you bought your house. It is driven by homes flooding. Those are called sanitary sewer overflows. When that happens it means capacity is a problem of the 8 inch line that services to you, and also all that clear water (rain water off the roof, saturating the ground, going into the foundation) going into the sanitary line. Not only is this causing flooding for you, it then becomes a pollution standard and a standard for health and welfare. So, the U.S. EPA says you have to correct this. In January and February of this year we started looking at ways to help ease the shock to the residents. I have estimates from \$1500 to \$2500 for each home being corrected. We have done a lot of research.

Maureen Millett, 26922 Bruce Road, stated that she feels like the City is not being very transparent with them. If you say you looked at options, why were the homeowners not involved in that decision making. Someone brought up good points about landscaping and other things. When we moved in we were not aware of it. Our house was built in 1928, the first house on Bruce Road. I should have known about that coming in if you have known about this for a while.

Mr. Thomas stated that they did not know the actual answers until January after compiling everything from this year. They did not test in 1928. At first, there were mixed sanitary and storm sewer lines. Back then it wasn't such an issue. The United States Government passed the Clean Water Act in 1972. In 1996 and 1998 the main lines in the Bruce and Russell neighborhood were relined and the manholes sealed. The reason they did that on the public side were to deal with the inflow into the system. But, flooding continued. Because of that they started looking at the sources of clear water coming into the system. It may seem sudden but this is an accumulation from a long time.

Ms. Millett asked if their home shouldn't be grandfathered in. Mr. Thomas stated that according to the U.S. EPA they cannot. The City knows you have a problem, that's why we are testing. MS. Millett stated that when she bought the home she understood there was no flooding inside the house. Mr. Thomas stated that since that letter came out in mid-April they have filtered about twenty calls. That is why the Mayor spoke tonight about having a meeting. A secondary

letter will be sent, explaining everything that is being done, the reasons why, and notifying of the meeting so the information is all clear.

Walt VanTilburg, 26500 Bruce Road addressed the Council and it was explained to Mr. VanTilburg that the testing only occurred from Dover Center Road just past Douglas, probably two homes, Douglas Drive, and also Lake Road to Glen Park. Mr. VanTilburg's home has not been tested yet; it is in the district. This has to do with an EPA overflow. Mr. VanTilburg may have gotten a letter but he will not get one from the City yet because his house hasn't been tested.

Mr. Koomar clarified for everyone that if they haven't gotten a letter it is because their house has not been tested yet.

Ivan Lyons, 27113 Bruce Road, commented that it would be nice to have EPA send them something, or at least some sort of definition, or post it on the web site, of what the mandate actually talks about. Mr. Lyons asked if the residents can get a breakdown of how the cost is being determined. Mr. Lyons has had a contractor at his house for the better part of two years who thinks there is no way this work can be done for \$1500. What does the sump pump have to do with separating the water from the sewer? That is apples and bananas.

Mr. Thomas stated that sometimes the downspouts are connected to the storm sewers. The sewer crews tested those in 2012. But there was still good water coming in from the foundation drains. The foundation drain, which is lower, because of the depth could not be connected directly due to gravity into the storm line. You have to find those spots, with the help of the City camera crews, plug it, run it to a crock (sump pump) on the outside of your house. This is a two sump pump system. One is a back-up. One directly lifts it up and feeds it into the storm line. They are directly connected and we would plug that so the foundation drain no longer goes into the sanitary line.

Mr. Thomas continued, stating that last year American Plumbing did 95 of these corrections in Westlake, and that was the cost. The owner of American Plumbing said they want people to know they do good work and they are willing to give this price because there will be a number of homes to be done.

Mr. Lyons stated there should be an itemized quotation that he can show a contractor so they can potentially dispute that; maybe they are not doing everything. And, there are other costs to be brought up. There is landscaping and all these other things that are not in that cost.

Mr. Thomas stated that most of these can be hand dug on the side of the home. The one sump pump will have a clean out put in it and the second will be a back-up in case there is an overload on the first one. It is a two sump-pump system that we are talking about for the safety of the homeowner.

Brigid Whitford, 26817 Russell stated that one of the problems she has is getting flyers in the doors and with three teenagers who knows where her letter has blown away to. That is one thing that was not handled so great in terms of how it was handed out. Did the EPA come in and say

these few streets in Bay Village are a problem, or did they come in and say Bay Village has a problem?

Mr. Thomas read the following:

"In September of 2009, the U.S.EPA issued an administrative order to the City of Bay Village in violation of the Clean Water Act. The order states that the City must properly manage, operate and maintain all parts of the sewer collection system at all times. The requirement included to provide adequate capacity during base flow, when there is no rain, and peak flows to the parts of the sewer system. Eliminate all known sanitary sewer overflows, (SSO's) and continue monitoring the existence of new SSO's going into the future. Notify all parties that may be exposed to pollution associated with any overflows. The order also stated that within one year of receipt of the order the City of Bay Village was to submit a plan to the EPA for approval of a sanitary sewer system evaluation survey (SSES) including a schedule for implementation. The goal of the SSES is to identify sources and quantities of clear water infiltration to all publicly and privately owned portions of the City's sewer system." The City of Bay Village was told to take all feasible steps to eliminate clear water entering the sewer system and establish means of mitigating the impact of inflow and infiltration on the sanitary overflows within the sewer system. Capacity, Management, Operations, Maintenance Program requirement is to identify and prioritize structural deficiencies and identify and implement short and long term rehabilitation actions to address each deficiency.

Mr. Thomas stated that they had done things in the past to address the public side. That is why they have zeroed in on the private side. Clearly, that is just part of it, but the U.S.EPA says that we must do something.

Mr. Koomar asked if this can be posted on the city's web site. Mr. Thomas stated that he will post the entire message.

Stacey Murray asked why their street was picked. Mr. Thomas stated that the Glen Park area is called the SSO. There is actually on the books with the EPA the statement that the City has to address the problem in this area specifically. That is why they are addressing this area first.

Kismet Wunder, 259 Douglas Drive, stated that he pulled up some of the minutes from previous City Council meetings to have context of what is being discussed. He understands the EPA and the need to be in compliance, and he is fine with the plan being part of the solution. He just wants to make sure the plan is the right plan, and that the neighbors we live with are not overburdened with the solution. Mr. Wunder read from the minutes which stated: "After testing 120 homes in 2012, it was found that 95 of the 120 homes had foundation drains directly connected to the sanitary system. Roughly just under 80% of the homes were contributing a great deal of clear water to the sanitary lines which caused an overflow, which may cause possible back-ups into the system. Additionally, the clear water goes to the Rocky River Wastewater Treatment Plant, increasing the amount of water being treated from the City of Bay Village, which is one of the reasons why we are paying more for our sanitary sewer rates. "In the March 16 Council meeting notes it says Mr. Vincent asked if the consulting engineer had an estimate of the impact on the Rocky River Waste Water Treatment Plant after the entire City is corrected. Mr. Thomas

stated that the consulting engineering Bob Greytak had estimated approximately 70% of what is being treated at the Rocky River Treatment Plant is clear water. A study of downspouts in 2012 found that 32 ½% came from downspouts. We knew there was a higher contribution of clear water into the sewers and we knew by checking these homes we were looking at almost 8% of water that was going into our sanitary system was actually being contributed through the foundation drains." Mr. Wunder stated if 70% of the water is clear water that is the problem we are looking at. Then we have 32 ½ percent of that 70% of that water is coming from the downspouts, according to the notes.

Mr. Thomas disagreed, stating that one that meant was, that was back in 2012, in this retest we found that 70% roughly of the homes failed. In 2012 the downspouts were tested; that is the 32 ½ percent. In the 2014 study it is actually 70% that failed.

Mr. Wunder asked what percentage of the downspouts of the clear water that is going into that system makes up the 70%. If the solution that has come up by this Council is going to solve a very small percentage of this problem, why aren't we looking at a broader solution? The ordinance enacting Chapter 916 only applies to District 11 which is our neighborhood. Why doesn't it apply to the entire City to say we have a big problem, we are going to levy this on the entire City because the notes say this program is going to be rolled out city-wide eventually. That offends me that you can't give me a timeline when the City is actually going to do it. My neighborhood in 2015, and in 2016 a different district. That is fair to the people that are sitting in this room to say we understand we have a problem and we are willing to fix it.

Mr. Wunder stated another thing he is concerned about is that after we fix this you are going to do another study to see if it works. Tell me it is going to work before I spend my money to fix it. Or, tell me if it doesn't work you are going to pay for me to re-fix it. If there are 95 homes that are going to have to do that at \$1,500 each, at least, that is \$142,500 that our neighborhood is going to have to pay up front to fix a problem that we're not sure is going to work, and we're going to check it next year. Why doesn't the City look at one contract, American plumbing, or whatever the City decides is the best contractor to do this. You offer that contract, like you did with the sidewalks, and say we have a big problem, we have \$142,000. Use the economies of scale for a larger contract and get me a discount. I am a part of the solution to this problem but you are helping me with that. Do a study. If I pay \$1,500 to fix it then study my house and make sure your solution on my house works, before all my neighbors have to do it.

Sean Kinzel, 26813 Russell, asked how the test was performed. How did you test the drain tiles?

Mr. Thomas stated that they inserted a dye into the foundation around the house. They have a rod with a hose on and they insert dye into that. They have a camera on the other end. Once they insert it in there, in less than 15 minutes in most cases if the dye did not come into the sanitary line, you passed. It is a very simple test. Downspouts are a part of it because they were tested before, earlier on.

Mr. Kinzel stated that an outside sump pump is a horrible idea. I used to be a contractor and I will not have one on the outside of my house. I guarantee you if you put those in these houses they will flood. Because people will not maintain the sump pump when it is outside; they won't

know when it goes bad. The valves will get stuck and they won't know it and you will have back-ups like you have never seen. It's a horrible idea; if there are other resolutions that's fine, but that is a bad idea. If you go to Avon Lake where they put them in, everybody is trying to get them out of their house right now. Does the EPA findings say that the homeowner is responsible for the cost?

Mr. Thomas stated that it says the City has to take care of it. Each year every homeowner pays a fee of \$360.00 per year for the maintenance of the sanitary sewer. Basically, that means we have roughly \$2.5 million revenue per year. Based on what we pay to the Rocky River Treatment Plant for salaries, equipment, debt, it is over \$2.5 million.

Cathy McPhillips, 27125 Bruce Road, stated that when the sewer crews came to their house in the fall, I work from home so I went out and asked them what was going on. They talked for ten minutes and walked away. They didn't test my house and I got a letter. So I want my house retested.

Mr. Thomas stated that they would retest and he will check the notes. They have already talked to a few residents that they will retest.

Ms. McPhillips stated that they have never had one drop of water in their basement. I don't want a pump that is pumping water out of my basement. My basement is finished. I agree with Sean Kinzel that there might be other solutions.

A resident stated that they chose not to put a sump pump in the former house they lived in because of some problems. That is a valid point. Moving forward, they would like to know what it does take to maintain a sump pump. What does that mean for the residents? We live in Bay Village; it is a great community with great schools, but that is a lot of extra money on us. Maybe we need to look at the bigger picture and how we can work together with possibly the City splitting that cost.

Jen Lyons, 27113 Bruce Road, asked if the program in Westlake worked.

Mr. Thomas stated that it did work with the outside sump pumps. Their city engineer is an advocate of it; he has been very supportive of the program.

A resident asked if the City is going to guarantee the success.

Mr. Thomas stated that they cannot guarantee it. They will flow test it again to see what kind of results we are getting with capacity inside the line.

A resident asked what happens if this doesn't pass and every other street in Bay Village doesn't have to do this.

Mr. Thomas stated that we have to move forward to continually address the sanitary sewer overflow. My crews will continue to look for the areas and therefore each district will be brought up. We will have to do something with each district that fails.

A resident asked if other residents know this is happening in their district because this is something they may want to be aware of.

Mr. Thomas stated that last February there was a public meeting regarding water and most of it was about the Bruce/Russell/Douglas area.

A resident asked if there are other grants we should be applying for.

Mr. Thomas stated that the problem with clear water is a difficult problem to get grants for. I have looked there before and we continue to look at ways to do the best we can for you.

A resident asked if Mr. Thomas would consider looking into the possibility that the sump pump would be more problems for the homeowner.

Mr. Thomas stated that the city engineer feels that the sump pump is the answer to the clear water. Your homes that are failing cannot function into our storm system because you sit too low. The issue is how you get the clear water that is in your foundation higher than the storm line.

A resident asked how the pump is going to do that when it may be frozen outside.

Mr. Thomas stated that the pump is down below the frost line.

Mr. Wunder asked if the residents fix the problem using the City's solution and it doesn't work, what is their solution.

Mr. Thomas stated that the City will work with the private contractor to make sure the camera truck and the crews are available to inspect to make sure the work is done correctly and is working correctly. We are confident it will work. We are talking about a two sump pump system and we will be talking more about this.

Mr. Koomar asked if these sump pumps have any back up, emergency power. This is an area that has frequently lost power for not one or two days, but three or four days.

Mr. Thomas stated that they will be looking at a small generator to help with that.

A Bruce Road resident asked how deep the sump pump will be installed.

Mr. Thomas stated that it will be installed as deep as the foundation. The crews can dig down that far, at least 8 feet to the depth of the basement.

Conda Boyd stated that her sewer was dye tested years ago and must have passed or she would have had to make some correction. Are there records for confirmation of that?

Mr. Thomas stated that records are kept; it depends on how long ago it was. Ms. Boyd was

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advised to call Rick Kuznik of the Sewer Department.

Peter Renerts, 26826 Bruce Road, asked if the storm drain can handle the capacity of the water if pumped into the storm sewers successfully.

Mr. Thomas stated that the city engineer is confident that it will because at one time the storm sewers accommodated both sanitary and storm flow.

Mr. Koomar stated that the 100 year storm flow information might be helpful.

A resident asked about the maintenance and warranty of the sump pumps.

Mr. Thomas stated that he believes the sump pumps have a three year warranty. He will verify that information.

Mr. Koomar stated that the Mayor has said there is another letter going out. He asked what type of information will be included in that letter.

Mr. Thomas stated that the letter will have information as to what the City is looking for, and dates for a follow up meeting with the residents. Mayor Sutherland stated that the letter will include specific information specific to each address. Mr. Thomas stated that he has found in the past that direct delivery by sewer crews seems to get the best results. If you have questions, please call us. Mr. Thomas noted that he is very proud of his outstanding sewer crews.

Cathy McPhillips suggested sending out a letter for the next round of streets stating what is wrong with each house and the cost for correction.

Mr. Thomas stated that he agrees there are things they can certainly do better and will work on those.

Stephanie Lindway, 283 Douglas Drive, stated that she received her letter and over the past 16 years has been working with the City on flooding issues. They have made improvements such as waterproofing, and digging out the front yard, etc. The sewer crews would say, yes, you got it, you did it, you passed. Ms. Lindway said they have invested all this money and that was for nothing. Now she has to invest more money based on the City's timeline, not her timeline. She gets the big picture of Bay Village but there are other obligations for her family. Her timeline doesn't match the City's timeline and she is concerned about that. She asked if this is going forward.

Mayor Sutherland stated that the biggest thing she can tell her is that this is driven by the U.S. EPA and if we could say you fix this over the next ten year period, they would, but, they can't. They are on borrowed time at this point. They started working on this in 2009 and specifically were ordered to close four sanitary sewer overflows. The first two were the replacement of the Cahoon Road Sewer last year, and there is one that is directly affected by the Bruce/Douglas/Russell neighborhood that goes into Wischmeyer Creek. There was a lot of fact finding, working with the EPA to negotiate. They wanted this all done in a year. We did not

feel this was fair and there was more information needed. They have worked to try to be good stewards of tax dollars and reduce the impact on the residents. Time, effort and resources have been spent in the public right-of-way, but the clean water has to be taken out of the sanitary system. What's happening is every time there is a major rain it is flowing off the houses and going into the sanitary sewer and overflowing into Wischmeyer Creek. If we close it up everybody's basement will flood terribly. We can't close it so we have to do this other work before we can close off that overflow into Wischmeyer creek.

Ms. Lindway stated that she wished someone would have told her in 2009 that they should not invest the amount of money they invested with this problem pending.

Mayor Sutherland stated that they did not know what the fix was going to be.

Mr. VanTilburg stated that this solution then is an 8 ft. pit outside their homes. An open pit that people and animals can fall in.

Mr. Thomas stated that it is not an open pit. Because of safety concerns it must be closed. It will be an 8 ft. pit on the outside of the home with a cover on it.

Mr. Koomar advised that Ordinance 15-26 enacting Chapter 916, Foundation Drain Disconnection was co-written by Service Director Thomas and Consulting Engineer Bob Greytak. The ordinance was placed on first reading. Part of the process is to gather public input and have public meetings. Part of the resident meeting structure will be to look at the sump pump aspect and drill down on some of these details for a better understanding. We want to make sure whatever goes forward is the best solution.

Mr. Wunder asked for agreement that the EPA mandate would at least be put on the website for an explanation to everyone. Mr. Koomar agreed.

A resident asked if the City has a plan for what they are going to do with the \$50.00 per month penalty for those who do not make the correction of their sewer. Is there any thought about using that money collected to help offset some of the money for the corrections.

Mayor Sutherland stated that this is exactly what they would do. The money would go directly into the sewer fund.

The resident asked if the money will be for the City, or for us?

Mayor Sutherland stated whatever the project is at the time.

There were no further comments.

Mr. Koomar called for approval of the minutes of the Special Meeting of Council held April 13, 2015. **Motion by Clark** to dispense with the reading of the minutes of the Special Meeting of Council held April 13, 2015, and approve the minutes as prepared and distributed.

Motion passed 6-0.

Mr. Tadych introduced and read **Ordinance 15-28**, authorizing the Mayor to execute a final change order to the agreement with Fabrizi Trucking and Paving Co., Inc. for replacement of a sanitary sewer line on Walmar Drive and declaring an emergency, and moved for adoption.

Mayor Sutherland commented that she just wants everyone to understand that they do not come to Council very often with an increase on a contract. This one is driven by the fact that when the contractor got into the construction site it was quicksand and it was just a really dangerous, messy project. They actually negotiated this down and think it is a fair settlement.

There being no further discussion, Mr. Koomar called for a vote on the motion to adopt Ordinance No. 15-28.

Roll Call on Suspension of the Charter Rules:

Yeas- Clark, Koomar, Lee, Lieske, Tadych, Vincent

Nays -None

Roll Call on Suspension of the Council Rules:

Yeas – Clark, Koomar, Lee, Lieske, Tadych, Vincent

Nays – None.

Roll Call on Use of the Emergency Clause:

Yeas- Clark, Koomar, Lee, Lieske, Tadych, Vincent

Nays -None

Roll Call on Adoption:

Yeas– Clark, Koomar, Lee, Lieske, Tadych, Vincent

Nays–None.

Mr. Koomar announced adoption of Ordinance No. 15-28, an emergency measure, by a vote of 6-0.

Fiscal Officer's Certificate signed by Director of Finance Renee Mahoney, dated April 27, 2015, was submitted certifying that in connection with a proposed issuance of bonds in the amount of \$120,000 for the purpose of paying costs of resurfacing and making other improvements to City surface parking areas and estimating the life of the period of usefulness of the improvement to be at least five years and acknowledged by Mr. Clark.

Mr. Clark introduced and read **Ordinance No. 15-29** providing for the issuance and sale of \$120,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of resurfacing and making other improvements to City surface parking areas, and declaring an emergency.

Ordinance No. 15-29 was placed on First Reading.

Fiscal Officer's Certificate signed by Director of Finance Renee Mahoney, dated April 27, 2015, was submitted certifying that in connection with a proposed issuance of notes in the amount of \$26,000 to be issued in the anticipation of bonds for the purpose of acquiring office

equipment for use in performing the administrative functions of the City and estimating the life of the period of usefulness of the improvement to be at least five years and acknowledged by Mr. Clark.

Mr. Clark introduced and read **Ordinance No. 15-30** providing for the issuance and sale of \$26,000 of notes, in anticipation of the issuance of bonds, for the purpose of acquiring office equipment for use in performing the administrative functions of the City, and declaring an emergency.

Ordinance No. 15-30 was placed on First Reading.

Fiscal Officer's Certificate signed by Director of Finance Renee Mahoney, dated April 27, 2015, was submitted certifying that in connection with a proposed issuance of notes, in the anticipation of the issuance of bonds in the amount of \$1,806,000 for the purpose of (I) Improving streets by resurfacing, paving and making other improvements as designated in the plans approved or to be approved by Council, (II) Improving the City's parks and recreational facilities by improving basketball and tennis courts, aquatic and related facilities and their sites and constructing and improving lighting facilities at Hartman Field, (III) Acquiring motor vehicles and equipment and acquiring and installing a work order system for use in performing the functions of the city's department of public services and properties, (IV) Acquiring motor vehicles and equipment for use in performing the functions of the City's Police Department, (V) Acquiring office equipment for use in performing the administrative functions of the City, (VI) Acquiring a bus for use in performing the functions of the City's Department of Community Services and (VII) Acquiring a motor vehicle and equipment for use in performing the functions of the City's Fire Department paying costs of and estimating the life of the period of usefulness of the improvement to be at least five years and acknowledged by Mr. Clark.

Mr. Clark introduced and read **Ordinance No. 15-31** providing for the issuance and sale of \$1,806,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of (I) Improving streets by resurfacing, paving and making other improvements as designated in the plans approved or to be approved by Council, (II) Improving the City's parks and recreational facilities by improving basketball and tennis courts, aquatic and related facilities and their sites and constructing and improving lighting facilities at Hartman Field, (III) Acquiring motor vehicles and equipment and acquiring and installing a work order system for use in performing the functions of the city's department of public services and properties, (IV) Acquiring motor vehicles and equipment for use in performing the functions of the City's Police Department, (V) Acquiring office equipment for use in performing the administrative functions of the City, (VI) Acquiring a bus for use in performing the functions of the City's Department of Community Services and (VII) Acquiring a motor vehicle and equipment for use in performing the functions of the City's Fire Department, and declaring an emergency.

Ordinance No. 15-31 was placed on First Reading.

Fiscal Officer's Certificate signed by Director of Finance Renee Mahoney, dated April 27, 2015, was submitted certifying that in connection with a proposed issuance of \$90,000 of notes, in anticipation of the issuance of bonds for the purpose of paying costs of acquiring a motor

vehicle and equipment for use in performing the functions of the City's Fire Department, and estimating the life of the period of usefulness of the improvement to be at least five years and acknowledged by Mr. Clark.

Mr. Clark introduced and read **Ordinance No. 15-32** providing for the issuance and sale of \$90,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of acquiring a motor vehicle and equipment for use in performing the functions of the City's Fire Department, and declaring an emergency.

Ordinance No. 15-32 was placed on First Reading.

Fiscal Officer's Certificate signed by Director of Finance Renee Mahoney, dated April 27, 2015, was submitted certifying that in connection with a proposed issuance of and sale of \$405,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of acquiring motor vehicles and equipment, and acquiring and installing a fuel dispensing system for use in performing the functions of the City's Department of Public Service and Properties and estimating the life of the period of usefulness of the improvement to be at least five years and acknowledged by Mr. Clark.

Mr. Clark introduced **Ordinance No. 15-33** providing for the issuance and sale of \$405,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of acquiring motor vehicles and equipment and acquiring and installing a fuel dispensing system for use in performing the functions of the City's Department of Public Services and Properties, and declaring an emergency.

Mr. Tadych asked how much of the debt will be used for the fuel dispensing system. Finance Director Mahoney stated that the amount is \$30,000.

Ordinance No. 15-33 was placed on First Reading.

Fiscal Officer's Certificate signed by Director of Finance Renee Mahoney, dated April 27, 2015, was submitted certifying that in connection with a proposed issuance of \$622,000 notes, in anticipation of the issuance of bonds, for the purpose of paying costs of improving streets by resurfacing, paving and making other improvements as designated in the plans approved or to be approved by Council, and estimating the life of the period of usefulness of the improvement to be at least five years and acknowledged by Mr. Clark.

Mr. Clark introduced **Ordinance No. 15-34** providing for the issuance and sale of \$622,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of improving streets by resurfacing, paving and making other improvements as designated in the plans approved or to be approved by Council, and declaring an emergency

Ordinance No. 15-34 was placed on First Reading.

Fiscal Officer's Certificate signed by Director of Finance Renee Mahoney, dated April 27, 2015, was submitted certifying that in connection with a proposed issuance of \$166,000 notes, in

Special Meeting of Council
April 27, 2015

anticipation of the issuance of bonds, for the purpose of paying costs of improving the City's sanitary sewage system by constructing sewer lines, together with all necessary and related appurtenances and any real estate or interests therein required therefor, and estimating the life of the period of usefulness of the improvement to be at least five years and acknowledged by Mr. Clark.

Mr. Clark introduced **Ordinance No. 15-35** providing for the issuance and sale of \$166,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of improving the City's Sanitary Sewerage System by constructing sewer lines, and declaring an emergency.

Ordinance No. 15-35 was placed on First Reading.

Fiscal Officer's Certificate signed by Director of Finance Renee Mahoney, dated April 27, 2015, was submitted certifying that in connection with a proposed issuance of \$76,000 of notes, in anticipation of the issuance of bonds, for the purpose of paying costs of acquiring a motor vehicle and equipment for use in performing the functions of the City's Police Department and estimating the life of the period of usefulness of the improvement to be at least five years and acknowledged by Mr. Clark.

Mr. Clark introduced **Ordinance No. 15-36** providing for the issuance and sale of \$76,000 of notes, in anticipation of the first issuance of bonds, for the purpose of paying costs of acquiring a motor vehicle and equipment for use in performing the functions of the City's Police Department, and declaring an emergency.

Ordinance No. 15-36 was placed on First Reading.

Mr. Clark stated that a Finance Committee will be held on Monday, May 4, to talk of these debt issuances in great detail. Director Mahoney and Mr. Clark have worked very closely in trying to put the numbers together. A total of three readings will be entertained by Council with passage on or about May 18, 2015.

Mr. Lee stated that all of the ordinances state that the interest rate is not to exceed 4% per year. The anticipated interest rate is far less than that. Director Mahoney stated that she anticipates an interest rate less than 1%. Mr. Clark stated that if we were to bond these out to a longer term as well they always set the rate several hundred bases higher. One of the reasons for staying short on our interest rate curve is that we have been fortunate to be able to procure, because of our bond rating and strong financial position, interest rates less than one-half percent. We hope to continue that this year with this borrowing.

Mr. Lee thanked Mr. Clark for the clarification.

There being no further business to discuss, the meeting adjourned at 9:08 p.m.

Paul Koomar, President of Council

Joan Kemper, Clerk of Council

CITY OF BAY VILLAGE

CAHOON MEMORIAL PARK TRUSTEES

March 30, 2015

President of Council Koomar called the meeting to order at 7:53 p.m. in the Conference Room of Bay Village City Hall.

Present: Clark, Koomar, Lee, Lieske, Tadych, Vincent, Mayor Sutherland

Absent: Mr. Henderson, due to illness.

Also Present: Law Director Ebert, Finance Director Mahoney, Safety/Service Director Thomas, Director of Operation Landers

AUDIENCE

The following audience members signed in this evening: Pam Cottam, Lydia DeGeorge, Dick Majewski, Jerrie Barnett, Jeff Gallatin, Denny Wendell, Conda Boyd, Russell Thompson

Motion by Clark to approve the use of Cahoon Memorial park for Memorial Day Services on Monday, May 25, 2015.

Motion carried 7-0.

Motion by Clark to allow the use of Cahoon Memorial Park, north side, for the Bay Village Foundation ceremonies on Memorial Day, May 25, 2015.

Motion carried 6-0-1 abstention by Mr. Lee.

Motion by Clark to approve the use of the parking lot of the Bay Village Police Station, located in Cahoon Memorial Park, for the Cancer Car Smash Event to be held Saturday, May 2, 2015, from 10 a.m. to 3 p.m., sponsored by The Village Project.

Motion carried 7-0.

Insurance Certificates for all activities are on file in the Finance Department.

There being no further business to discuss, the meeting adjourned at 7:54 p.m.

Paul Koomar, President of Council

Joan Kemper, Clerk of Council

ORDINANCE NO.
INTRODUCED BY:

AN ORDINANCE
AMENDING CHAPTER 527 REGARDING LITTERING

BE IT ORDAINED by the Council of the City of Bay Village, Ohio:

SECTION 1. That Chapter 527 of the codified ordinances of the City of Bay Village is hereby amended by enacting new Section 527.05 which shall read as follows:

“527.05 RESIDENTIAL DELIVERY OF PRINTED OR OTHER MATERIALS

- (a) The delivery of any unsolicited printed or other materials of any kind, including, but not limited to, newspapers, advertisements, circulars, telephone directories or product samples shall be made at the door of the subject residence or in a receptacle provided for such deliveries.
- (b) The delivery of any printed or other materials of any kind as described in subsection (a) above shall not be made by placing the same onto the lawns or yard areas, driveways or sidewalks in Residential Areas.
- (c) Whoever violates this section is guilty of a minor misdemeanor.”

SECTION 2. That Chapter 527 of the codified ordinances of the City of Bay Village is hereby amended by enacting new Section 527.05.

SECTION 3. That 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 committee that resulted in those formal actions were in meetings open to the public in compliance with law.

SECTION 4. That this ordinance shall be in full force and take effect at the earliest time permitted by law.

PASSED:

PRESIDENT OF COUNCIL

CLERK

APPROVED:

MAYOR

3/31/2015 11

ORDINANCE NO.
INTRODUCED BY:

AN ORDINANCE
AMENDING CODIFIED ORDINANCE SECTION 543.11
REGARDING SIDEWALKS TO BE CLEANED OF ICE AND SNOW,
AND DECLARING AN EMERGENCY

BE IT ORDAINED by the Council of the City of Bay Village, Ohio:

SECTION 1. That Codified Ordinance Section 543.11 which presently reads as follows:

543.11 SIDEWALKS TO BE CLEANED OF ICE AND SNOW.

(a) No owner of any parcel of real estate in the City abutting upon any sidewalk shall fail to keep such sidewalk abutting his premises free and clear of snow and ice to a width of twenty-four inches, and to remove therefrom snow and ice accumulated thereon to a width of twenty-four inches within a reasonable time, which will not ordinarily exceed twenty-four hours after the abatement of any storm during which snow and ice may have accumulated.
(Ord. 63-99. Passed 11-4-63.)

(b) Whoever violates this section shall be deemed guilty of a minor misdemeanor and shall be subject to the penalties set forth in Section 501.99, provided however, that any person who is cited for a violation under this section may appear at the police station within seventy-two hours of the time appearing on such citation and enter a plea of guilty and pay a waiver fine of five dollars (\$5.00). After the expiration of the seventy-two hour period, any person so cited may appear at the police station and enter a plea of guilty to such charge and pay a waiver fine of ten dollars (\$10.00), provided a summons has not been issued for such person or a warrant issued for the arrest of such person. In the event of the issuance of a summons or warrant, the matter shall be docketed in Rocky River Municipal Court and the penalties shall be as provided in Section 501.99.
(Ord. 78-32. Passed 3-20-78.)

be and the same is amended to read:

543.11 SIDEWALKS TO BE CLEANED OF ICE AND SNOW.

(a) No owner of any parcel of real estate in the City abutting upon any sidewalk shall fail to keep such sidewalk abutting his premises free and clear of snow and ice to a width of twenty-four inches, and to remove therefrom snow and ice accumulated thereon to a width of twenty-four inches within a reasonable time, which will not ordinarily exceed twenty-four hours after the abatement of any storm during which snow and ice may have accumulated.
(Ord. 63-99. Passed 11-4-63.)

(b) **In the event such owner does not comply with the order to abate such nuisance as set forth in Section 543.11(a), within the time limit specified in Section 534.11(a), after proper "Notice of Violation" has been issued by the Service Director or his**

authorized agent, the Director or his authorized agent shall cause such snow and ice accumulation to be abated and may employ the necessary labor and equipment to perform such task, and collect for said services as provided in Codified Ordinance 521.10.

(c) Whoever violates this section shall be deemed guilty of a minor misdemeanor and shall be subject to the penalties set forth in Section 501.99, provided however, that any person who is cited for a violation under this section may appear at the police station within seventy-two hours of the time appearing on such citation and enter a plea of guilty and pay a waiver fine of five dollars (\$5.00). After the expiration of the seventy-two hour period, any person so cited may appear at the police station and enter a plea of guilty to such charge and pay a waiver fine of ten dollars (\$10.00), provided a summons has not been issued for such person or a warrant issued for the arrest of such person. In the event of the issuance of a summons or warrant, the matter shall be docketed in Rocky River Municipal Court and the penalties shall be as provided in Section 501.99.

SECTION 2. That 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 committee that resulted in those formal actions were in meetings open to the public in compliance with law.

SECTION 3. That this ordinance is hereby declared to be an emergency measure immediately necessary for the preservation of the public peace, health, safety and welfare, wherefore this ordinance shall be in full force and take effect immediately upon its passage and approval by the Mayor.

PASSED:

PRESIDENT OF COUNCIL

CLERK OF COUNCIL

APPROVED:

MAYOR

2-18-15 II

AN ORDINANCE
**PROVIDING FOR THE ISSUANCE AND SALE OF \$120,000 OF NOTES, IN
ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF
PAYING COSTS OF RESURFACING AND MAKING OTHER
IMPROVEMENTS TO CITY SURFACE PARKING AREAS, AND
DECLARING AN EMERGENCY.**

WHEREAS, the Director of Finance, as fiscal officer of the City, 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, is 240 months from their date of issuance;

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

SECTION 1. Authorized Principal Amount and Purpose of Anticipated Bonds. It is necessary to issue bonds of the City in the aggregate principal amount of \$120,000 (the Bonds) for the purpose of paying costs of resurfacing and making other improvements to City surface parking areas, together with the necessary appurtenances thereto.

SECTION 2. Estimated Bond Terms. The Bonds shall be dated approximately May 1, 2016, shall bear interest at the now estimated rate of 5% per year, payable semiannually until the principal amount is paid, and are estimated to mature in 15 annual principal installments on December 1 of each year that are substantially equal. The first interest payment on the Bonds is estimated to be December 1, 2016, and the first principal payment of the Bonds is estimated to be December 1, 2017.

SECTION 3. Authorized Principal Amount of Notes; Note Terms. It is necessary to issue and this Council determines that notes in the aggregate principal amount of \$120,000 (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 up to one year from the date of issuance by setting forth that maturity date in the certificate signed in accordance with Section 6 (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 4% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

SECTION 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America and shall be payable, without deduction for services of the City's paying agent, at the designated corporate trust office of The Huntington National Bank, or at the principal corporate trust or other office of a bank or trust company designated by the Director of Finance in the Certificate of Award after determining that the payment at that bank or trust company will not endanger the funds or securities of the City 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 (as defined in Section 6) (the Paying Agent).

SECTION 5. Form and Execution of Notes; Book Entry System. 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 in the Certificate of Award, provided that no Note shall be issued in a denomination less than \$100,000. 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 City and payable only to a Depository or its nominee, with such Notes "immobilized" in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the City 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 immobilized 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 City.

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 City 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 City.

SECTION 6. Award and Sale of the Notes. The Notes shall be sold at not less than par at private sale by the Director of Finance 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 referred to in Section 3 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 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. The Director of Finance is authorized, if it is determined to be in the best interest of the City, to combine the issue of Notes with one or more other note issues of the City into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

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.

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 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 other funds are available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the money so available and appropriated.

SECTION 10. Federal Tax Considerations. 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 Sections 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 thereon will not be treated as a preference item 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, (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 City 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"), choice, consent, approval, or waiver on behalf of the City with respect to the Notes as the City is permitted or required to make or give under the federal income tax laws, including,

without limitation thereto, any of the elections provided for 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 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.

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

SECTION 11. 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 City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City 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 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 12. Satisfaction of Conditions for Note Issuance. 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.

SECTION 13. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken in open meetings of this Council or committees,

and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

SECTION 14. 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 15. Declaration of Emergency; Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, property, 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 Notes, which is necessary to enable the City to enter into contracts for the improvement which is needed to provide for the efficient and safe administration of the government of the City; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: _____, 2015

/s/ Paul A. Koomar
PRESIDENT OF COUNCIL

/s/ Joan T. Kemper
CLERK OF COUNCIL

APPROVED: _____, 2015

/s/ Deborah L. Sutherland
MAYOR

I, Joan T. Kemper, Clerk of Council of the City of Bay Village, Ohio, hereby certify the foregoing to be a true copy of Ordinance No. 15-_____, passed by the Council of the City of Bay Village on _____, 2015, and now on file in the office of the Clerk of Council.

Clerk of Council

AN ORDINANCE
**PROVIDING FOR THE ISSUANCE AND SALE OF \$26,000 OF NOTES, IN
ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF
PAYING COSTS OF ACQUIRING OFFICE EQUIPMENT FOR USE IN
PERFORMING THE ADMINISTRATIVE FUNCTIONS OF THE CITY,
AND DECLARING AN EMERGENCY.**

WHEREAS, the Director of Finance, as fiscal officer of the City, 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 five years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is 10 years from their date of issuance;

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

SECTION 1. Authorized Principal Amount and Purpose of Anticipated Bonds. It is necessary to issue bonds of the City in the aggregate principal amount of \$26,000 (the Bonds) for the purpose of paying costs of acquiring office equipment for use in performing the administrative functions of the City, together with all necessary appurtenances thereto.

SECTION 2. Estimated Bond Terms. The Bonds shall be dated approximately May 1, 2016, shall bear interest at the now estimated rate of 5% per year, payable semiannually until the principal amount is paid, and are estimated to mature in five annual principal installments on December 1 of each year that are substantially equal. The first interest payment on the Bonds is estimated to be December 1, 2016, and the first principal payment of the Bonds is estimated to be December 1, 2017.

SECTION 3. Authorized Principal Amount of Notes; Note Terms. It is necessary to issue and this Council determines that notes in the aggregate principal amount of \$26,000 (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 up to one year from the date of issuance by setting forth that maturity date in the certificate signed in accordance with Section 6 (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 4% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

SECTION 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America and shall be payable, without deduction for services of the City's paying agent, at the designated corporate trust office of The Huntington National Bank, or at the principal corporate trust or other office of a bank or trust company designated by the Director of Finance in the Certificate of Award after determining that the payment at that bank or trust company will not endanger the funds or securities of the City 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 (as defined in Section 6) (the Paying Agent).

SECTION 5. Form and Execution of Notes; Book Entry System. 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 in the Certificate of Award. 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 City and payable only to a Depository or its nominee, with such Notes "immobilized" in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the City 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 immobilized 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 City.

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 City 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 City.

SECTION 6. Award and Sale of the Notes. The Notes shall be sold at not less than par at private sale by the Director of Finance 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 referred to in Section 3 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 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. The Director of Finance is authorized, if it is determined to be in the best interest of the City, to combine the issue of Notes with one or more other note issues of the City into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

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.

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 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 other funds are available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the money so available and appropriated.

SECTION 10. Federal Tax Considerations. 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 Sections 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 thereon will not be treated as a preference item 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, (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 City 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"), choice, consent, approval, or waiver on behalf of the City with respect to the Notes as the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for 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 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.

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

SECTION 11. 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 City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City 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 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 12. Satisfaction of Conditions for Note Issuance. 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.

SECTION 13. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken in open meetings of this Council or committees, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

SECTION 14. 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 15. Declaration of Emergency; Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, property, 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 Notes, which is necessary to enable the City to enter into contracts for the improvement which is needed to provide for the efficient and safe administration of the government of the City; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: _____, 2015

/s/ Paul A. Koomar
PRESIDENT OF COUNCIL

/s/ Joan T. Kemper
CLERK OF COUNCIL

APPROVED: _____, 2015

/s/ Deborah L. Sutherland
MAYOR

I, Joan T. Kemper, Clerk of Council of the City of Bay Village, Ohio, hereby certify the foregoing to be a true copy of Ordinance No. 15-_____, passed by the Council of the City of Bay Village on _____, 2015, and now on file in the office of the Clerk of Council.

Clerk of Council

AN ORDINANCE

PROVIDING FOR THE ISSUANCE AND SALE OF \$1,806,000 OF NOTES, IN ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF PAYING COSTS OF (i) IMPROVING STREETS BY RESURFACING, PAVING AND MAKING OTHER IMPROVEMENTS AS DESIGNATED IN THE PLANS APPROVED OR TO BE APPROVED BY COUNCIL, (ii) IMPROVING THE CITY'S PARKS AND RECREATIONAL FACILITIES BY IMPROVING BASKETBALL AND TENNIS COURTS, AQUATIC AND RELATED FACILITIES AND THEIR SITES AND CONSTRUCTING AND IMPROVING LIGHTING FACILITIES AT HARTMAN FIELD, (iii) ACQUIRING MOTOR VEHICLES AND EQUIPMENT AND ACQUIRING AND INSTALLING A WORK ORDER SYSTEM FOR USE IN PERFORMING THE FUNCTIONS OF THE CITY'S DEPARTMENT OF PUBLIC SERVICES AND PROPERTIES, (iv) ACQUIRING MOTOR VEHICLES AND EQUIPMENT FOR USE IN PERFORMING THE FUNCTIONS OF THE CITY'S POLICE DEPARTMENT, (v) ACQUIRING OFFICE EQUIPMENT FOR USE IN PERFORMING THE ADMINISTRATIVE FUNCTIONS OF THE CITY, (vi) ACQUIRING A BUS FOR USE IN PERFORMING THE FUNCTIONS OF THE CITY'S DEPARTMENT OF COMMUNITY SERVICES AND (vii) ACQUIRING A MOTOR VEHICLE AND EQUIPMENT FOR USE IN PERFORMING THE FUNCTIONS OF THE CITY'S FIRE DEPARTMENT, AND DECLARING AN EMERGENCY.

WHEREAS, pursuant to Ordinance Nos. 14-20, 14-21, 14-22, 14-23, 14-24, 14-25, 14-26 and 14-27, each passed on March 24, 2014, the City issued its \$2,320,000 Various Purpose Notes, Series 2014 (the Outstanding Notes), in anticipation of bonds for the purposes stated in Section 1, which Outstanding Notes mature on June 11, 2015; and

WHEREAS, this Council finds and determines that the City should retire the Outstanding Notes with the proceeds of the Notes described in Section 3 and other funds available to the City; and

WHEREAS, the Director of Finance, as fiscal officer of the City, has certified to this Council that the estimated life or period of usefulness of the improvements described in Section 1 is at least five years, the estimated maximum maturity of the Bonds described in clauses (i) and (vi) of Section 1 is 15 years, in clause (ii) of Section 1 is 30 years, in clauses (iii) and (vii) of Section 1 is 10 years, in clause (iv) of Section 1 is six years, and in clause (v) of Section 1 is five years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds described in clauses (i) (\$360,000 of those Bonds) and (ii) (\$390,000 of those Bonds) of Section 1 is June 12, 2033, in anticipation of the Bonds described in clauses (i) (\$420,000 of those Bonds), (ii) (\$103,200 of those Bonds) and (vi) of Section 1 is June 11, 2034, in anticipation of the Bonds described in clauses (iii) and (vii) of Section 1 is June 11, 2029, in anticipation of the Bonds

described in clause (iv) of Section 1 is June 11, 2025, and in anticipation of the Bonds described in clause (v) of Section 1 is June 11, 2024;

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

SECTION 1. Authorized Principal Amount and Purpose of Anticipated Bonds. It is necessary to issue bonds of the City in the aggregate principal amount of \$1,806,000 (the Bonds) for the purpose of paying costs of (i) improving streets by resurfacing, paving and making other improvements as designated in the plans approved or to be approved by Council (\$780,000), (ii) improving the City's parks and recreational facilities by improving basketball and tennis courts, aquatic and related facilities and their sites and constructing and improving lighting facilities at Hartman Field (\$493,200), (iii) acquiring motor vehicles and equipment and acquiring and installing a work order system for use in performing the functions of the City's Department of Public Services and Properties (\$272,000), (iv) acquiring motor vehicles and equipment for use in performing the functions of the City's Police Department (\$106,400), (v) acquiring office equipment for use in performing the administrative functions of the City (\$72,000), (vi) acquiring a bus for use in performing the functions of the City's Department of Community (\$48,000) and (vii) acquiring a motor vehicle and equipment for use in performing the functions of the City's Fire Department (\$34,400).

SECTION 2. Estimated Bond Terms. The Bonds shall be dated approximately May 1, 2016, shall bear interest at the now estimated rate of 5% per year, payable semiannually until the principal amount is paid, and are estimated to mature in 17 annual principal installments on December 1 of each year that are substantially equal. The first interest payment on the Bonds is estimated to be December 1, 2016, and the first principal payment of the Bonds is estimated to be December 1, 2017.

SECTION 3. Authorized Principal Amount of Notes: Note Terms. It is necessary to issue and this Council determines that notes in the aggregate principal amount of \$1,806,000 (the Notes) shall be issued in anticipation of the issuance of the Bonds and to retire, together with other funds available to the City, the Outstanding Notes. 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 up to one year from the date of issuance by setting forth that maturity date in the certificate signed in accordance with Section 6 (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 4% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

SECTION 4. Payment of Debt Charges: Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America and shall be payable, without deduction for services of the City's paying agent, at the designated corporate trust office of The Huntington National Bank, or at the principal corporate trust or other office of a bank or trust company designated by the Director of Finance in the Certificate of Award after determining that the payment at that bank or trust company will not endanger the funds or securities of the City 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 (as defined in Section 6) (the Paying Agent).

SECTION 5. Form and Execution of Notes; Book Entry System. 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 in the Certificate of Award, provided that no Note shall be issued in a denomination less than \$100,000. 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 City and payable only to a Depository or its nominee, with such Notes “immobilized” in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the City 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 immobilized 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 City.

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 City 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 City.

SECTION 6. Award and Sale of the Notes. The Notes shall be sold at not less than par at private sale by the Director of Finance 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 referred to in Section 3 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 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. The Director of Finance is authorized, if it is determined to be in the best interest of the City, to combine the issue of Notes with one or more other note issues of the City into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

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.

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 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 other funds are available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the money so available and appropriated.

SECTION 10. Federal Tax Considerations. 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 Sections 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 thereon will not be treated as a preference item 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, (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 City having responsibility for issuance of the Notes is hereby authorized (a) to make or effect any election, selection, designation (including specifically designation or treatment of the Notes as "qualified tax-exempt obligations"), choice, consent, approval, or waiver on behalf of the City with respect to the Notes as the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for 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 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.

Each covenant made in this section with respect to the Notes is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Notes (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Notes from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this section to take with respect to the Notes.

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

SECTION 11. 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 City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City 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 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 12. Satisfaction of Conditions for Note Issuance. 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.

SECTION 13. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken in open meetings of this Council or committees, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

SECTION 14. 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 15. Declaration of Emergency; Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, property, health and safety of the City, and for the further reason that this Ordinance is required to be immediately effective so that the Notes can be delivered at the earliest possible date, which is necessary to enable the City to retire the Outstanding Notes and thereby preserve its credit; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: _____, 2015

/s/ Paul A. Koomar
PRESIDENT OF COUNCIL

/s/ Joan T. Kemper
CLERK OF COUNCIL

APPROVED: _____, 2015

/s/ Deborah L. Sutherland
MAYOR

I, Joan T. Kemper, Clerk of Council of the City of Bay Village, Ohio, hereby certify the foregoing to be a true copy of Ordinance No. 15-_____, passed by the Council of the City of Bay Village on _____, 2015, and now on file in the office of the Clerk of Council.

Clerk of Council

AN ORDINANCE
**PROVIDING FOR THE ISSUANCE AND SALE OF \$90,000 OF NOTES, IN
ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF
PAYING COSTS OF ACQUIRING A MOTOR VEHICLE AND
EQUIPMENT FOR USE IN PERFORMING THE FUNCTIONS OF THE
CITY'S FIRE DEPARTMENT, AND DECLARING AN EMERGENCY.**

WHEREAS, the Director of Finance, as fiscal officer of the City, 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 10 years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is 15 years from their date of issuance;

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

SECTION 1. Authorized Principal Amount and Purpose of Anticipated Bonds. It is necessary to issue bonds of the City in the aggregate principal amount of \$90,000 (the Bonds) for the purpose of paying costs of acquiring a motor vehicle and equipment for use in performing the functions of the City's Fire Department, together with all necessary appurtenances thereto.

SECTION 2. Estimated Bond Terms. The Bonds shall be dated approximately May 1, 2016, shall bear interest at the now estimated rate of 5% per year, payable semiannually until the principal amount is paid, and are estimated to mature in 10 annual principal installments on December 1 of each year that are substantially equal. The first interest payment on the Bonds is estimated to be December 1, 2016, and the first principal payment of the Bonds is estimated to be December 1, 2017.

SECTION 3. Authorized Principal Amount of Notes; Note Terms. It is necessary to issue and this Council determines that notes in the aggregate principal amount of \$90,000 (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 up to one year from the date of issuance by setting forth that maturity date in the certificate signed in accordance with Section 6 (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 4% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

SECTION 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America and shall be payable, without deduction for services of the City's paying agent, at the designated corporate trust office of The Huntington National Bank, or at the principal corporate trust or other office of a bank or trust company designated by the Director of Finance in the Certificate of Award after determining that the payment at that bank or trust company will not endanger the funds or securities of the City 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 (as defined in Section 6) (the Paying Agent).

SECTION 5. Form and Execution of Notes; Book Entry System. 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 in the Certificate of Award. 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 City and payable only to a Depository or its nominee, with such Notes "immobilized" in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the City 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 immobilized 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 City.

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 City 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 City.

SECTION 6. Award and Sale of the Notes. The Notes shall be sold at not less than par at private sale by the Director of Finance 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 referred to in Section 3 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 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. The Director of Finance is authorized, if it is determined to be in the best interest of the City, to combine the issue of Notes with one or more other note issues of the City into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

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.

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 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 other funds are available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the money so available and appropriated.

SECTION 10. Federal Tax Considerations. 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 Sections 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 thereon will not be treated as a preference item 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, (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 City 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"), choice, consent, approval, or waiver on behalf of the City with respect to the Notes as the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for 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 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.

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

SECTION 11. 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 City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City 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 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 12. Satisfaction of Conditions for Note Issuance. 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.

SECTION 13. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken in open meetings of this Council or committees, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

SECTION 14. 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 15. Declaration of Emergency; Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, property, 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 Notes, which is necessary to enable the City to enter into contracts for the improvement which is needed to timely and efficiently provide municipal fire services to City residents and thereby better protect their property and provide for their safety; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: _____, 2015

/s/ Paul A. Koomar
PRESIDENT OF COUNCIL

/s/ Joan T. Kemper
CLERK OF COUNCIL

APPROVED: _____, 2015

/s/ Deborah L. Sutherland
MAYOR

I, Joan T. Kemper, Clerk of Council of the City of Bay Village, Ohio, hereby certify the foregoing to be a true copy of Ordinance No. 15-_____, passed by the Council of the City of Bay Village on _____, 2015, and now on file in the office of the Clerk of Council.

Clerk of Council

AN ORDINANCE
**PROVIDING FOR THE ISSUANCE AND SALE OF \$405,000 OF NOTES, IN
ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF
PAYING COSTS OF ACQUIRING MOTOR VEHICLES AND
EQUIPMENT AND ACQUIRING AND INSTALLING A FUEL
DISPENSING SYSTEM FOR USE IN PERFORMING THE FUNCTIONS
OF THE CITY'S DEPARTMENT OF PUBLIC SERVICES AND
PROPERTIES, AND DECLARING AN EMERGENCY.**

WHEREAS, the Director of Finance, as fiscal officer of the City, 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 10 years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is 15 years from their date of issuance;

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

SECTION 1. Authorized Principal Amount and Purpose of Anticipated Bonds. It is necessary to issue bonds of the City in the aggregate principal amount of \$405,000 (the Bonds) for the purpose of paying costs of acquiring motor vehicles and equipment and acquiring and installing a work order system for use in performing the functions of the City's Department of Public Services and Properties, together with all necessary appurtenances thereto.

SECTION 2. Estimated Bond Terms. The Bonds shall be dated approximately May 1, 2016, shall bear interest at the now estimated rate of 5% per year, payable semiannually until the principal amount is paid, and are estimated to mature in 10 annual principal installments on December 1 of each year that are substantially equal. The first interest payment on the Bonds is estimated to be December 1, 2016, and the first principal payment of the Bonds is estimated to be December 1, 2017.

SECTION 3. Authorized Principal Amount of Notes; Note Terms. It is necessary to issue and this Council determines that notes in the aggregate principal amount of \$405,000 (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 up to one year from the date of issuance by setting forth that maturity date in the certificate signed in accordance with Section 6 (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 4% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or

payment is provided for. The rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

SECTION 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America and shall be payable, without deduction for services of the City's paying agent, at the designated corporate trust office of The Huntington National Bank, or at the principal corporate trust or other office of a bank or trust company designated by the Director of Finance in the Certificate of Award after determining that the payment at that bank or trust company will not endanger the funds or securities of the City 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 (as defined in Section 6) (the Paying Agent).

SECTION 5. Form and Execution of Notes; Book Entry System. 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 in the Certificate of Award, provided that no Note shall be issued in a denomination less than \$100,000. 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 City and payable only to a Depository or its nominee, with such Notes "immobilized" in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the City 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 immobilized 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 City.

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 City 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 City.

SECTION 6. Award and Sale of the Notes. The Notes shall be sold at not less than par at private sale by the Director of Finance 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 referred to in Section 3 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 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. The Director of Finance is authorized, if it is determined to be in the best interest of the City, to combine the issue of Notes with one or more other note issues of the City into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

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.

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 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 other funds are available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the money so available and appropriated.

SECTION 10. Federal Tax Considerations. 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 Sections 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 thereon will not be treated as a preference item 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, (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 City 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”), choice, consent, approval, or waiver on behalf of the City with respect to the Notes as the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for 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 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.

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

SECTION 11. 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 City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City 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 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 12. Satisfaction of Conditions for Note Issuance. 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.

SECTION 13. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken in open meetings of this Council or committees, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

SECTION 14. 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 15. Declaration of Emergency; Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, property, 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 Notes, which is necessary to enable the City to enter into contracts for the improvement which is needed to provide for the efficient and safe administration of the functions of the City's Department of Public Services and Properties; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: _____, 2015

/s/ Paul A. Koomar
PRESIDENT OF COUNCIL

/s/ Joan T. Kemper
CLERK OF COUNCIL

APPROVED: _____, 2015

/s/ Deborah L. Sutherland
MAYOR

I, Joan T. Kemper, Clerk of Council of the City of Bay Village, Ohio, hereby certify the foregoing to be a true copy of Ordinance No. 15-_____, passed by the Council of the City of Bay Village on _____, 2015, and now on file in the office of the Clerk of Council.

Clerk of Council

AN ORDINANCE
**PROVIDING FOR THE ISSUANCE AND SALE OF \$622,000 OF NOTES, IN
ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF
PAYING COSTS OF IMPROVING STREETS BY RESURFACING,
PAVING AND MAKING OTHER IMPROVEMENTS AS DESIGNATED IN
THE PLANS APPROVED OR TO BE APPROVED BY COUNCIL, AND
DECLARING AN EMERGENCY.**

WHEREAS, the Director of Finance, as fiscal officer of the City, 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, is 240 months from their date of issuance;

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

SECTION 1. Authorized Principal Amount and Purpose of Anticipated Bonds. It is necessary to issue bonds of the City in the aggregate principal amount of \$622,000 (the Bonds) for the purpose of paying costs of improving streets by resurfacing, paving and making other improvements as designated in the plans approved or to be approved by Council.

SECTION 2. Estimated Bond Terms. The Bonds shall be dated approximately May 1, 2016, shall bear interest at the now estimated rate of 5% per year, payable semiannually until the principal amount is paid, and are estimated to mature in 15 annual principal installments on December 1 of each year that are substantially equal. The first interest payment on the Bonds is estimated to be December 1, 2016, and the first principal payment of the Bonds is estimated to be December 1, 2017.

SECTION 3. Authorized Principal Amount of Notes; Note Terms. It is necessary to issue and this Council determines that notes in the aggregate principal amount of \$622,000 (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 up to one year from the date of issuance by setting forth that maturity date in the certificate signed in accordance with Section 6 (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 4% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

SECTION 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America and shall be payable, without deduction for services of the City's paying agent, at the designated corporate trust office of The Huntington National Bank, or at the principal corporate trust or other office of a bank or trust company designated by the Director of Finance in the Certificate of Award after determining that the payment at that bank or trust company will not endanger the funds or securities of the City 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 (as defined in Section 6) (the Paying Agent).

SECTION 5. Form and Execution of Notes; Book Entry System. 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 in the Certificate of Award, provided that no Note shall be issued in a denomination less than \$100,000. 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 City and payable only to a Depository or its nominee, with such Notes "immobilized" in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the City 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 immobilized 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 City.

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 City 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 City.

SECTION 6. Award and Sale of the Notes. The Notes shall be sold at not less than par at private sale by the Director of Finance 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 referred to in Section 3 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 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. The Director of Finance is authorized, if it is determined to be in the best interest of the City, to combine the issue of Notes with one or more other note issues of the City into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

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.

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 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 other funds are available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the money so available and appropriated.

SECTION 10. Federal Tax Considerations. 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 Sections 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 thereon will not be treated as a preference item 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, (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 City 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”), choice, consent, approval, or waiver on behalf of the City with respect to the Notes as the City is permitted or required to make or give under the federal income tax laws, including,

without limitation thereto, any of the elections provided for 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 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.

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

SECTION 11. 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 City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City 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 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 12. Satisfaction of Conditions for Note Issuance. 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.

SECTION 13. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken in open meetings of this Council or committees,

and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

SECTION 14. 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 15. Declaration of Emergency; Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, property, 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 Notes, which is necessary to enable the City to enter into contracts for the improvement which is needed to eliminate existing and potential hazards to vehicular and pedestrian traffic in the City; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: _____, 2015

/s/ Paul A. Koomar
PRESIDENT OF COUNCIL

/s/ Joan T. Kemper
CLERK OF COUNCIL

APPROVED: _____, 2015

/s/ Deborah L. Sutherland
MAYOR

I, Joan T. Kemper, Clerk of Council of the City of Bay Village, Ohio, hereby certify the foregoing to be a true copy of Ordinance No. 15-_____, passed by the Council of the City of Bay Village on _____, 2015, and now on file in the office of the Clerk of Council.

Clerk of Council

AN ORDINANCE
**PROVIDING FOR THE ISSUANCE AND SALE OF \$166,000 OF NOTES, IN
ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE
OF PAYING COSTS OF IMPROVING THE CITY'S SANITARY
SEWERAGE SYSTEM BY CONSTRUCTING SEWER LINES, AND
DECLARING AN EMERGENCY.**

WHEREAS, the Director of Finance, as fiscal officer of the City, 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 40 years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is 240 months from their date of issuance;

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

SECTION 1. Authorized Principal Amount and Purpose of Anticipated Bonds. It is necessary to issue bonds of the City in the aggregate principal amount of \$166,000 (the Bonds) for the purpose of paying costs of improving the City's sanitary sewerage system by constructing sewer lines, together with all necessary and related appurtenances and any real estate or interests therein required therefor.

SECTION 2. Estimated Bond Terms. The Bonds shall be dated approximately May 1, 2016, shall bear interest at the now estimated rate of 5% per year, payable semiannually until the principal amount is paid, and are estimated to mature in 40 annual principal installments on December 1 of each year that are substantially equal. The first interest payment on the Bonds is estimated to be December 1, 2016, and the first principal payment of the Bonds is estimated to be December 1, 2017.

SECTION 3. Authorized Principal Amount of Notes; Note Terms. It is necessary to issue and this Council determines that notes in the aggregate principal amount of \$166,000 (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 up to one year from the date of issuance by setting forth that maturity date in the certificate signed in accordance with Section 6 (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 4% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

SECTION 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America and shall be payable, without deduction for services of the City's paying agent, at the designated corporate trust office of The Huntington National Bank, or at the principal corporate trust or other office of a bank or trust company designated by the Director of Finance in the Certificate of Award after determining that the payment at that bank or trust company will not endanger the funds or securities of the City 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 (as defined in Section 6) (the Paying Agent).

SECTION 5. Form and Execution of Notes; Book Entry System. 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 in the Certificate of Award, provided that no Note shall be issued in a denomination less than \$100,000. 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 City and payable only to a Depository or its nominee, with such Notes "immobilized" in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the City 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 immobilized 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 City.

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 City 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 City.

SECTION 6. Award and Sale of the Notes. The Notes shall be sold at not less than par at private sale by the Director of Finance 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 referred to in Section 3 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 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. The Director of Finance is authorized, if it is determined to be in the best interest of the City, to combine the issue of Notes with one or more other note issues of the City into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

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.

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 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 money from the City's sanitary sewerage system is available for the payment of the debt charges on the Notes and Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of money so available and appropriated.

SECTION 10. Federal Tax Considerations. 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 Sections 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 thereon will not be treated as a preference item 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, (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 City 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"), choice, consent, approval, or waiver on behalf of the City with respect to the Notes as

the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for 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 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.

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

SECTION 11. 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 City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City 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 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 12. Satisfaction of Conditions for Note Issuance. 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.

SECTION 13. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and

relating to the passage of this Ordinance were taken in open meetings of this Council or committees, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

SECTION 14. 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 15. Declaration of Emergency; Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, property, 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 Notes, which is necessary to enable the City to enter into contracts for the improvement which is needed to provide sanitary sewerage facilities for the City's residents and thereby protect their health and welfare; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: _____, 2015

/s/ Paul A. Koomar
PRESIDENT OF COUNCIL

/s/ Joan T. Kemper
CLERK OF COUNCIL

APPROVED: _____, 2015

/s/ Deborah L. Sutherland
MAYOR

I, Joan T. Kemper, Clerk of Council of the City of Bay Village, Ohio, hereby certify the foregoing to be a true copy of Ordinance No. 15-_____, passed by the Council of the City of Bay Village on _____, 2015, and now on file in the office of the Clerk of Council.

Clerk of Council

AN ORDINANCE
**PROVIDING FOR THE ISSUANCE AND SALE OF \$76,000 OF NOTES, IN
ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF
PAYING COSTS OF ACQUIRING A MOTOR VEHICLE AND
EQUIPMENT FOR USE IN PERFORMING THE FUNCTIONS OF THE
CITY'S POLICE DEPARTMENT, AND DECLARING AN EMERGENCY.**

WHEREAS, the Director of Finance, as fiscal officer of the City, 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 seven years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is 12 years from their date of issuance;

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

SECTION 1. Authorized Principal Amount and Purpose of Anticipated Bonds. It is necessary to issue bonds of the City in the aggregate principal amount of \$76,000 (the Bonds) for the purpose of paying costs of acquiring a motor vehicle and equipment for use in performing the functions of the City's Police Department, together with all necessary appurtenances thereto.

SECTION 2. Estimated Bond Terms. The Bonds shall be dated approximately May 1, 2016, shall bear interest at the now estimated rate of 5% per year, payable semiannually until the principal amount is paid, and are estimated to mature in seven annual principal installments on December 1 of each year that are substantially equal. The first interest payment on the Bonds is estimated to be December 1, 2016, and the first principal payment of the Bonds is estimated to be December 1, 2017.

SECTION 3. Authorized Principal Amount of Notes; Note Terms. It is necessary to issue and this Council determines that notes in the aggregate principal amount of \$76,000 (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 up to one year from the date of issuance by setting forth that maturity date in the certificate signed in accordance with Section 6 (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 4% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

SECTION 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America and shall be payable, without deduction for services of the City's paying agent, at the designated corporate trust office of The Huntington National Bank, or at the principal corporate trust or other office of a bank or trust company designated by the Director of Finance in the Certificate of Award after determining that the payment at that bank or trust company will not endanger the funds or securities of the City 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 (as defined in Section 6) (the Paying Agent).

SECTION 5. Form and Execution of Notes; Book Entry System. 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 in the Certificate of Award. 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 City and payable only to a Depository or its nominee, with such Notes "immobilized" in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the City 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 immobilized 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 City.

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 City 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 City.

SECTION 6. Award and Sale of the Notes. The Notes shall be sold at not less than par at private sale by the Director of Finance 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 referred to in Section 3 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 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. The Director of Finance is authorized, if it is determined to be in the best interest of the City, to combine the issue of Notes with one or more other note issues of the City into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

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.

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 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 other funds are available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the money so available and appropriated.

SECTION 10. Federal Tax Considerations. 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 Sections 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 thereon will not be treated as a preference item 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, (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 City 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"), choice, consent, approval, or waiver on behalf of the City with respect to the Notes as the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for 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 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.

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

SECTION 11. 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 City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City 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 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 12. Satisfaction of Conditions for Note Issuance. 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.

SECTION 13. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken in open meetings of this Council or committees, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

SECTION 14. 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 15. Declaration of Emergency; Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, property, 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 Notes, which is necessary to enable the City to enter into contracts for the improvement which is needed to timely and efficiently provide municipal police services to City residents and thereby better maintain order and safety in the City; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: _____, 2015

/s/ Paul A. Koomar
PRESIDENT OF COUNCIL

/s/ Joan T. Kemper
CLERK OF COUNCIL

APPROVED: _____, 2015

/s/ Deborah L. Sutherland
MAYOR

I, Joan T. Kemper, Clerk of Council of the City of Bay Village, Ohio, hereby certify the foregoing to be a true copy of Ordinance No. 15-_____, passed by the Council of the City of Bay Village on _____, 2015, and now on file in the office of the Clerk of Council.

Clerk of Council

