

WHEREAS, at the election held on November 8, 2016 on the proposition of issuing bonds for the purpose hereinafter stated in the sum of Four Hundred Sixty Million Dollars (\$460,000,000) and levying taxes outside the ten mill limitation to pay the principal and interest on such bonds, the majority of those voting on the proposition voted in favor thereof; and

WHEREAS, this City Council (the “Council”) of the City of Columbus, Ohio (the “City”) now deems it necessary to issue and sell up to \$102,305,000 of bonds of the City under authority of the general laws of the State of Ohio, and in particular Ohio Revised Code Section 133.23, for the purpose of acquiring, constructing, renovating, and improving infrastructure for the Department of Public Utilities, including water, power, sanitary sewers and storm sewers, acquiring real estate and interests in real estate, landscaping and otherwise improving the sites thereof, and acquiring furnishings, equipment and appurtenances; and

WHEREAS, the City Auditor has certified to this Council that the estimated life of the improvement stated above which is to be financed from the proceeds of said bonds exceeds five (5) years and the maximum maturity of said bonds is twenty-five (25) years; and

WHEREAS, an emergency exists in the usual daily operations of the Department of Public Utilities in that it is immediately necessary to adopt this Ordinance so that the bond sale transaction may proceed to market in a timely fashion in order to capitalize on market conditions and optimal sale timing, all for the immediate preservation of the public peace, property, health or safety;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF COLUMBUS:

Section 1. Bonds of the City shall be issued in one or more series, in the principal sum of One Hundred Two Million Three Hundred Five Thousand Dollars (\$102,305,000) (the “Bonds”), or such lesser amount as shall be set forth in the Certificate of Award, as hereinafter defined, for the purpose set forth above and for paying the cost of advertising, printing and legal services and other costs incidental thereto.

Section 2. There shall be and is hereby levied annually on all the taxable property in the City, in addition to all other taxes and outside the ten mill limitation, a direct tax (the “Debt Service Levy”) for each year during which any of the Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption.

The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

Section 3. The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Bonds when and as the same falls due. Notwithstanding the foregoing, if the City determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the City shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 4. It is hereby determined that, for purposes of issuance and sale, it is in the best interests of the City to combine all or a portion of the Bonds with other unlimited tax bond issues of the City, authorized by other ordinances adopted by this Council. The Bonds and such other bonds may be issued in one or more series and will be jointly referred to herein as the "Unlimited Tax Bonds." Any new money portion of the Unlimited Tax Bonds shall be designated "Various Purpose Unlimited Tax Bonds, Series 2023," or as otherwise provided in the Certificate of Award in order, among other things, to distinguish any taxable series of Unlimited Tax Bonds from any Unlimited Tax Bonds the interest on which is excluded from gross income for federal tax purposes, for the purpose described in the title of this ordinance.

Section 5. The Unlimited Tax Bonds shall be issued only as fully registered bonds, in the denominations specified in the Certificate of Award or any integral multiple thereof but not exceeding the principal amount of Unlimited Tax Bonds maturing on any one date; shall be numbered from R-1 upward; shall be dated as set forth in the Certificate of Award; shall bear interest payable semi-annually on the dates specified in the Certificate of Award (the "Interest Payment Dates"), until the principal sum is paid; and shall bear interest at the rates, shall mature, shall be subject to mandatory redemption in the amounts and on the dates, and shall be subject to optional redemption in the years and at the redemption prices, as shall be set forth in the Certificate of Award.

If less than all of the then outstanding Unlimited Tax Bonds are called for redemption, the Unlimited Tax Bonds so called shall be selected by lot by the City in such manner as it shall determine. When partial redemption of a single maturity of Unlimited Tax Bonds is authorized, the Bond Registrar (as defined in Section 7 hereof) shall select Unlimited Tax Bonds or portions thereof by lot within such maturity in such manner as the Bond Registrar may determine.

The right of redemption shall be exercised by notice specifying by numbers the Unlimited Tax Bonds to be called, the redemption price to be paid, the date fixed for redemption and the places where amounts due upon such redemption are payable. The City shall cause such notice to be given by first class mail, postage prepaid, to the registered holder or holders of the Unlimited Tax Bonds to be redeemed, mailed to the address shown on the registration books, not less than 30 days prior to such redemption date. All Unlimited Tax Bonds so called for redemption shall cease to bear interest on the redemption date, provided moneys for the redemption of said Unlimited Tax Bonds are on deposit at the office of the Bond Registrar at that time.

Section 6. The Unlimited Tax Bonds shall set forth the purposes for which they are issued and that they are issued pursuant to this Ordinance, and shall be executed by the Mayor and the City Auditor of the City, in their official capacities, provided that either or both of those signatures may be a

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

The principal of and premium, if any, and interest on the Unlimited Tax Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. The principal of the Unlimited Tax Bonds shall be payable upon presentation and surrender of the Unlimited Tax Bonds at the office of the Bond Registrar. Each Unlimited Tax Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Bond Register (as defined in Section 7 hereof) at the address appearing therein.

Any interest on any Unlimited Tax Bond which is payable, but is not punctually paid or provided for, on any Interest Payment Date (herein called "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Record Date by virtue of having been such owner and such Defaulted Interest shall be paid to the registered owner in whose name the Unlimited Tax Bond is registered at the close of business on a date (the "Special Record Date") to be fixed by the Bond Registrar, such Special Record Date to be not more than 15 nor less than 10 days prior to the date of proposed payment. The Bond Registrar shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each registered owner, at his address as it appears in the Bond Register, not less than 10 days prior to such Special Record Date, and may, in its discretion, cause a similar notice to be published once in a newspaper in each place where Unlimited Tax Bonds are payable, but such publication shall not be a condition precedent to the establishment of such Special Record Date.

Subject to the foregoing provisions of this Section 6, each Unlimited Tax Bond delivered by the Bond Registrar upon transfer of or in exchange for or in lieu of any other Unlimited Tax Bond shall carry the rights to interest accrued and unpaid, and to accrue, which were carried by such other Unlimited Tax Bond.

Section 7. The City Auditor is hereby appointed to act as the authenticating agent, bond registrar, transfer agent and paying agent (collectively, the "Bond Registrar") for the Unlimited Tax Bonds. So long as any of the Unlimited Tax Bonds remain outstanding, the City will cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Unlimited Tax Bonds as provided in this Section (the "Bond Register"). Subject to the provisions of Section 6 hereof, the person in whose name any Unlimited Tax Bonds shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and premium, if any, and interest on any Unlimited Tax Bond shall be made only to or upon the order of that person. Neither the City nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Unlimited Tax Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

Any Unlimited Tax Bond, upon presentation and surrender at the principal office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar, may be exchanged for Unlimited Tax Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Unlimited Tax Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

An Unlimited Tax Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the principal office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Unlimited Tax Bond or Unlimited Tax Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Unlimited Tax Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

The City and the Bond Registrar shall not be required to transfer or exchange any Unlimited Tax Bond for a period of 15 days next preceding the date of its maturity.

In all cases in which Unlimited Tax Bonds are exchanged or transferred hereunder, the City shall cause to be executed and the Bond Registrar shall authenticate and deliver Unlimited Tax Bonds in accordance with the provisions of this Ordinance. The exchange or transfer shall be without charge to the owner; except that the City and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The City or the Bond Registrar may require that those charges, if any, be paid before it begins the procedure for the exchange or transfer of the Unlimited Tax Bonds. All Unlimited Tax Bonds issued upon any transfer or exchange shall be the valid obligations of the City, evidencing the same debt, and entitled to the same benefits under this Ordinance, as the Unlimited Tax Bonds surrendered upon that transfer or exchange.

If at any time the City Auditor determines that it is in the best interest of the City that a bank or other appropriate financial institution experienced in providing the services of authenticating agent, bond registrar, transfer agent and paying agent should serve as Bond Registrar, or co-Bond Registrar in addition to the Bond Registrar, then the Director of Finance and Management or the City Auditor shall, and each is hereby authorized to execute on behalf of the City a Bond Registrar Agreement with such entity, pursuant to which such bank or financial institution shall agree to serve as Bond Registrar or co-Bond Registrar for the Unlimited Tax Bonds. If at any time such bank or financial institution shall be unable or unwilling to serve as Bond Registrar or co-Bond Registrar, or the City Auditor or the Director of Finance and Management, in such officers' discretion, shall determine that it would be in the best interest of the City for such functions to be performed by another party, the City Auditor or the Director of Finance and Management may, and each is hereby authorized and directed to, enter into an agreement with another banking association or other appropriate institution experienced in providing such services, to perform the services required of the Bond Registrar or co-Bond Registrar hereunder. Each such successor Bond Registrar (or co-Bond Registrar) shall promptly advise all bondholders of the change in identity and its address.

Section 8. The Unlimited Tax Bonds, or any portion thereof, may be initially issued to a Depository for use in a book-entry system (each as hereinafter defined), and the provisions of this Section shall apply notwithstanding any other provision of this Ordinance: (i) the Unlimited Tax Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (ii) the beneficial owners in book-entry form shall have no right to receive Unlimited Tax Bonds in the form of physical securities or certificates; (iii) ownership of beneficial interests in any Unlimited Tax Bond in book-entry form shall be shown by book-entry on the system

maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book-entry; and (iv) the Unlimited Tax Bonds 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. Principal of and premium, if any, and interest on Unlimited Tax Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (a) in the case of interest, on each Interest Payment Date, and (b) in all other cases, upon presentation and surrender of Unlimited Tax Bonds as provided in this Ordinance.

The Bond Registrar may enter into an agreement with the beneficial owner or registered owner of an Unlimited Tax Bond in the custody of a Depository providing for making all payments to that owner of principal of and premium, if any, and interest on that Unlimited Tax Bond or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Ordinance, without prior presentation or surrender of the Unlimited Tax Bond, upon any conditions which shall be satisfactory to the Bond Registrar and the City. That payment in any event shall be made to the person who is the registered owner of the Unlimited Tax Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Bond Registrar will furnish a copy of each of these agreements, certified to be correct by the Bond Registrar, to other paying agents for the Unlimited Tax Bonds and to the City. Any payment of principal, premium or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Ordinance.

The City Auditor, as Bond Registrar, is authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the City, the letter agreement among the City, the Bond Registrar (if the City Auditor is not then serving as Bond Registrar) and The Depository Trust Company, as Depository, to be delivered, in connection with the issuance of the Unlimited Tax Bonds to the Depository for use in a book-entry system.

If any Depository determines not to continue to act as a depository for the Unlimited Tax Bonds for use in a book-entry system, the City and the Bond Registrar may attempt to have established a securities depository/book-entry relationship with another qualified Depository under this Ordinance. If the City and the Bond Registrar do not or are unable to do so, the City and the Bond Registrar, after the Bond Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Unlimited Tax Bonds from the Depository, and authenticate and deliver Unlimited Tax Bond certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing definitive Unlimited Tax Bonds), if the event is not the result of action or inaction by the City or the Bond Registrar, of those persons requesting such issuance.

For purposes of this Ordinance the following terms shall have the following meanings:

“Book-entry form” or “book-entry system” means a form or system under which (i) the beneficial right to payment of principal of and interest on the Unlimited Tax Bonds may be transferred only through a book-entry and (ii) physical Unlimited Tax Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Unlimited Tax Bonds “immobilized” to the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Unlimited Tax Bonds.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of Unlimited Tax Bonds, and to effect transfers of Unlimited Tax Bonds, in book-entry form,

and includes The Depository Trust Company (a limited purpose trust company), New York, New York, and its nominees.

Section 9. The City Auditor and the Director of Finance and Management, or either of them individually, are authorized and directed to cause the Unlimited Tax Bonds to be sold by negotiated sale. The sale and award of the Unlimited Tax Bonds shall be evidenced by a Certificate of Award (as defined herein) signed by the City Auditor or the Director of Finance and Management. The Certificate of Award shall identify the Original Purchaser for the Unlimited Tax Bonds, the aggregate principal amount of the Unlimited Tax Bonds, the denominations of the Unlimited Tax Bonds, the dated date of the Unlimited Tax Bonds, the Purchase Price, the Specified Interest Rates, the Principal Retirement Dates, the Principal Retirement Schedule, Mandatory Redemption Dates, Mandatory Sinking Fund Requirements, Term Bonds, Term Maturity Dates, the Earliest Optional Redemption Date and the Optional Redemption Prices (all as hereinafter defined) and shall include such additional information as shall be required by the terms of this Ordinance.

The City Auditor and the Director of Finance and Management, or either of them individually, are authorized and directed to execute on behalf of the City a Bond Purchase Agreement with the Original Purchaser (which agreement may be combined with the purchase agreement for the purchase of other general obligation bonds authorized by separate ordinances of this Council), setting forth the conditions under which the Unlimited Tax Bonds are to be sold and delivered, which agreement shall be in such form and shall contain such terms, covenants and conditions not inconsistent with this Ordinance and permitted by applicable law as shall be approved by the City Auditor or the Director of Finance and Management and approved as to form by the City Attorney.

As used in this Section 9 hereof:

“Certificate of Award” means the Certificate of Award authorized by this Section 9 to be executed by the Director of Finance and Management or the City Auditor setting forth and determining such terms and other matters pertaining to the Unlimited Tax Bonds, their issuance, sale or delivery, as are authorized and directed to be determined therein by this Ordinance.

“Earliest Optional Redemption Date” means the date specified in the Certificate of Award as the earliest date on which the Unlimited Tax Bonds may be called for redemption at the option of the City.

“Mandatory Redemption Dates” means the dates to be specified in the Certificate of Award in which the Unlimited Tax Bonds that are Term Bonds are to be redeemed pursuant to the applicable Mandatory Sinking Fund Requirements.

“Mandatory Sinking Fund Requirements” means, as to Unlimited Tax Bonds maturing on Term Maturity Dates, amounts sufficient to redeem such Unlimited Tax Bonds (less the amount of credit, if any, as provided in the Certificate of Award) on each Mandatory Redemption Date, as are to be set forth in the Certificate of Award.

“Optional Redemption Prices,” if any, for the Unlimited Tax Bonds shall be as set forth in the Certificate of Award.

“Original Purchaser” means such purchaser or purchasers as are identified in the Certificate of Award.

“Principal Retirement Dates” means the dates on which the Unlimited Tax Bonds are to be retired in accordance with their stated terms, which dates are to be specified in the Certificate of Award; provided that the Principal Retirement Dates shall be such that the final maturity of the principal portion of the Bonds included in the Unlimited Tax Bonds is not later than the final maturity date permitted pursuant to Ohio Revised Code Section 133.20.

“Principal Retirement Schedule” means the schedule for the retirement of the principal of the Unlimited Tax Bonds on the Principal Retirement Dates, in accordance with their stated terms, in the years of Principal Retirement Dates and in the amounts to be retired which shall be determined in the Certificate of Award.

“Purchase Price” means that amount which is to be determined in the Certificate of Award, but such amount is to be no less than 97% of the aggregate principal amount of the Unlimited Tax Bonds, together with accrued interest on the Unlimited Tax Bonds from their date to the date of their delivery and payment therefor.

“Specified Interest Rates” means the interest rate or rates at which the Unlimited Tax Bonds bear interest, which rates are to be determined in the Certificate of Award, provided the true interest cost of the Bonds shall not exceed six per centum (6.00%) per annum.

“Term Bonds” means those Unlimited Tax Bonds, as are determined in the Certificate of Award that are to mature on Term Maturity Dates, unless previously redeemed pursuant to Mandatory Sinking Fund Requirements.

“Term Maturity Dates” means the dates on which Unlimited Tax Bonds that are Term Bonds are to be retired in accordance with their stated terms, which date or dates are to be determined in the Certificate of Award.

The Mayor, the Director of Finance and Management, the City Auditor and the City Clerk, or other appropriate officers of the City, are authorized and directed to make the necessary arrangements on behalf of the City to establish the date, location, procedure and conditions for the delivery of the Unlimited Tax Bonds to the Original Purchaser. Those officers are further directed to take all steps necessary to effect due execution, authentication and delivery of the Unlimited Tax Bonds under the terms of this Ordinance, the Certificate of Award and Bond Purchase Agreement. Further, such officers are hereby authorized and directed to take such action and to execute and deliver, on behalf of the Council, such additional instruments, agreements, certificates, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Ordinance. Such documents shall be in the form not substantially inconsistent with the terms of this Ordinance, as they in their discretion shall deem necessary or appropriate.

The distribution of an Official Statement of the City, in preliminary and final form, relating to the original issuance of the Unlimited Tax Bonds is hereby authorized (which Official Statement may be the same offering document used in connection with the sale of other general obligation bonds authorized by separate ordinances of this Council), and the Director of Finance and Management and the City Auditor, or either of them acting alone, is hereby authorized and directed to negotiate, prepare and execute, on behalf of the City and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Unlimited Tax Bonds, and each is authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Unlimited Tax Bonds as each deems necessary or appropriate to protect the interests of the City. The Director of Finance and Management, the City Auditor, the City Attorney and any other official of the City are each authorized to

execute and deliver, on behalf of the City, and in their official capacities, such certificates in connection with the accuracy of the Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

The proceeds from the sale of the Bonds shall be deposited in the City Treasury and allocated to the following funds and projects in the amounts set forth below:

<u>Fund</u>	<u>Project</u>	<u>Amount</u>	<u>Description</u>
6006	P690006-100003	\$1,500,000	Misc. Erosion Control - Hoover (Weiss Rd.)
6006	P690006-100004	100,000	Misc. Erosion Control - Hoover (Sunbury Rd.)
6006	P690026-100022	200,000	910 Dublin Road - Loading Dock Repair
6006	P690236-100109	230,000	Livingston Ave Phase B W.L. Imp's
6006	P690236-100112	550,000	Transite Pipe Replacement
6006	P690236-100120	60,000	Newton/Bedford WL Imp's
6006	P690236-100122	500,000	Miller Ave. Area WL Imp's
6006	P690236-100123	450,000	Roosevelt Ave. Area WL Imp's
6006	P690236-100125	450,000	Riverview Drive Area Water Line Imp's
6006	P690236-100126	450,000	Sawmill Place Blvd. Area WL Imp's
6006	P690236-100127	450,000	Wellington Blvd Area Water Line Imp's
6006	P690236-100128	500,000	Lee Ellen Place Area Water Line Imp's
6006	P690236-100129	450,000	Bluefield Drive Area Water Line Imp's
6006	P690236-100130	450,000	Clearview Avenue Area WL Imps (fka #71)
6006	P690236-100131	450,000	Atlanta Drive Area WL Imps (fka #72)
6006	P690236-100132	500,000	Elizabeth Ave Area WL Imps (fka #73)
6006	P690236-100139	50,000	Barnett Road Water Main Imp's
6006	P690236-100150	150,000	John Glenn Ave Area Water Main Extension
6006	P690236-100151	200,000	Moler St. Area WL Improvements
6006	P690236-100154	300,000	Project No. 80 W.M. Replacement
6006	P690236-100155	300,000	Project No. 81 W.M. Replacement
6006	P690236-100156	300,000	Project No. 82 W.M. Replacement
6006	P690236-100158	287,500	South Eureka Ave. Water Line Improvements
6006	P690236-100159	150,000	5th Ave by Northwest - Edgehill / Meadow WL Imp's
6006	P690236-100160	165,000	Gault Street Water Line Improvements
6006	P690236-100161	144,000	Old Beechwood Private Water Services & Water Line Abandonment
6006	P690236-100174	3,450,000	OSU Innovation District Water Extension
6006	P690236-100176	460,000	Wilson Ave Water Line Improvements
6006	P690251-100002	100,000	O'Shaughnessy Dam 9th FERC Independent Consultant Review
6006	P690286-100011	500,000	HCWP Misc. Improvements- HCWP Door Lock Improvements
6006	P690358-100000	1,900,000	Automatic Meter Reading
6006	P690389-100000	1,500,000	HCWP Basin Concrete Rehab.
6006	P690411-100000	400,000	Watershed Misc. Improv. Facilities
6006	P690411-100014	900,000	Hoover Dam Imp's - Part 2
6006	P690446-100007	400,000	Gen'l Eng Svcs - Supply Group 2021A
6006	P690446-100008	400,000	Gen'l Eng Svcs - Supply Group 2021B
6006	P690472-100000	28,500	O'Shaughnessy Gatehouse Misc. Imp.'s
6006	P690473-100018	115,000	Indianola Booster Station Demolition
6006	P690473-100019	900,000	Stelzer Road PRV
6006	P690477-100000	300,000	Water Storage Tank Painting
6006	P690502-100001	3,500,000	Fourth Water Plant Transmission Main
6006	P690502-100002	300,000	Broadview Road 30-Inch Transmission Main
6006	P690521-100000	1,250,000	Water Main Repair
6006	P690522-100001	750,000	Water Distribution System SCADA Improvements

<u>Fund</u>	<u>Project</u>	<u>Amount</u>	<u>Description</u>
6006	P690527-100000	\$1,250,000	Fire Hydrant Repairs (non R & R)
6006	P690537-100003	500,000	Morse District 2 MG Elevated Storage Tank
6006	P690542-100001	300,000	General Architectural Services - Division of Water 2018
6006	P690549-100012	250,000	General Construction (CA-CI) for 2023, 2024, 2025
6006	P690552-100000	900,000	Plant Drain & Water System Imp's
6006	P690572-100000	600,000	DOW LIMS Upgrade
6006	P690576-100000	250,000	DOW Safety Improvements
6006	P690578-100000	250,000	DRWP Caustic Feed Improvements
6006	P690587-100002	3,500,000	Professional Construction Management (PCM) - 2023
6006	P690599-100000	1,750,000	PAWP Wellfield Development - Well #XXX
6006	P690606-100000	150,000	PAWP Pump Improvements
6006	P690607-100000	500,000	Merchant Road Property Demolition
6006	P690610-100000	200,000	DRWP Pump Improvements
6006	P690614-100000	100,000	HCWP LOX Piping Improvements
6109	P650009-100003	500,000	Real Time Control Sewer System Optimization, Part 2
6109	P650025-100001	300,000	Overall Engineering Consultants (OEC) 2022-2024
6109	P650033-100003	100,000	Central College Subtrunk Extension Phase 3
6109	P650034-100010	150,000	60-05 Blacklick Creek Sanitary Interceptor Sewer - Shaft 1 Control Gate
6109	P650113-102022	400,000	General Engineering Services - Sanitary - 2022
6109	P650234-100100	500,000	DOSD Roof Replacements, No. 2
6109	P650234-100107	716,100	JPWWTP Admin Building Roof Replacement
6109	P650234-100108	436,700	Compost Maintenance Building Roof Replacement
6109	P650234-100109	2,826,000	SMOC Phase V Roof Replacement
6109	P650234-100200	250,000	DOSD Roof Replacements, No. 3
6109	P650257-100101	1,170,000	JPWWTP Power Systems Upgrades and Safety Improvements - Phase 1
6109	P650260-102000	1,100,000	JPWWTP Small Capital Projects
6109	P650260-102016	853,867	JPWWTP Incinerator Building Rehabilitation
6109	P650260-103000	841,916	SWWTP Small Capital Projects
6109	P650260-103014	509,592	SWWTP Raw Sewage Pump Building Rehabilitation
6109	P650260-103015	433,000	SWWTP CFS Bridge and RSP Cooling Upgrade
6109	P650260-106000	350,000	Fairwood Building Facilities Small Capital Projects
6109	P650261-103000	750,000	WWTFs Professional Construction Management Services #3
6109	P650265-100200	3,300,000	DOSD HVAC and Air Purification System Replacements, No. 2
6109	P650277-100000	500,000	Jackson Pike WWTP Stormwater and Floodplain Improvements
6109	P650290-100000	80,000	Jackson Pike Waste Water Treatment Plant Audit
6109	P650346-100002	764,400	SWWTP VFD and Harmonic Filter Upgrades
6109	P650352-100007	384,000	SWWTP Main Drain Alternative Pipe Route
6109	P650353-100006	1,200,000	SWWTP Digester Process Expansion, Phase II
6109	P650354-100000	1,388,000	SWWTP Post Aeration Diffuser Replacement
6109	P650357-100101	1,170,000	SWWTP Power Systems Upgrades and Safety Improvements - Phase 1
6109	P650373-100000	240,000	Southerly WWTP Security Improvements
6109	P650505-100000	5,369,500	DPU Archive / Records Storage and SMOC Locker Room Renovations
6109	P650505-100001	4,017,200	SMOC Inventory Control Consolidations
6109	P650661-100000	150,000	Sanitary Remote Site Communication Network Upgrades
6109	P650702-100000	652,995	Big Walnut Outfall (South) Rehabilitation
6109	P650725-100020	277,970	Alum Creek Trunk (South) - Phase 2
6109	P650725-100022	50,000	Blacklick Creek Sanitary Subtrunk Rehabilitation
6109	P650725-100027	150,000	Scioto Main North Large Diameter Sewer Rehabilitation

<u>Fund</u>	<u>Project</u>	<u>Amount</u>	<u>Description</u>
6109	P650790-100000	\$ 50,000	Inflow Redirection - Noble & 4th St
6109	P650790-122181	450,000	Inflow Redirection - Markison
6109	P650860-222190	250,000	Upsizing Sewer Pipes Project ID 2 Near South
6109	P650860-322190	45,000	Upsizing Sewer Pipes Project ID 3 Near South
6109	P650870-100802	1,500,000	Blueprint Hilltop - Eureka/Fremont
6109	P650870-101201	216,000	Blueprint Miller Kelton - Newton/Bedford
6109	P650870-101202	1,000,000	Blueprint Miller Kelton - Kelton/Fairwood
6109	P650870-109152	1,565,000	Blueprint 5th Ave by Northwest - Edgehill / Meadow
6109	P650870-109153	160,000	Blueprint 5thxNorthwest - Sunrise/Glenn Permeable Pavement
6109	P650870-110161	150,000	Blueprint Winthrop / Milton Area Integrated Solutions
6109	P650870-110163	960,000	Blueprint Fredonia / Piedmont Area Integrated Solutions
6109	P650870-110164	635,821	Blueprint Tulane / Findley Area Integrated Solutions
6109	P650870-110165	650,000	Blueprint Milford / Summit Area Integrated Solutions
6109	P650870-115153	1,145,000	Blueprint Hilltop 4 - Highland / Harris
6109	P650870-122171	699,140	Blueprint Near South - Morrill/Ann Area Integrated Solutions
6109	P650870-122172	699,140	Blueprint Near South - Champion/Roberts Area Integrated Solutions
6109	P650870-153001	607,500	Blueprint Hilltop 1 Palmetto / Westgate Permeable Pavers
6109	P650870-157192	290,529	Thurston / Grimsby Integrated Solutions
6109	P650870-158191	371,303	Plum Ridge Integrated Solutions
6109	P650870-162001	990,000	Blueprint Miller Kelton Newton / Bedford Permeable Pavers
6109	P650871-139161	130,500	Blueprint Clintonville 2 Old Beechwold Roof Redirection
6109	P650871-141007	218,452	Roof Redirection - Blueprint North Linden 1, Hudson McGuffey Area 3
6109	P650871-153001	250,000	Blueprint Hilltop 1 Palmetto / Westgate Roof Redirection Project 1
6109	P650872-153001	451,000	Blueprint Hilltop 1 Palmetto / Westgate Lateral Lining Project 1
6109	P650876-111201	1,388,625	Volunteer Sump Pump Program - Blueprint North Linden 1, Phase 3
6109	P650876-157001	925,750	Volunteer Sump Pump Program - Blueprint James Livingston 5, Phase 1
6109	P650878-100001	1,200,000	Blueprint Linden 1 Professional Construction Management Services
6109	P650886-100000	350,000	Scioto Main Sanitary Pump Stations
6109	P650895-100004	150,000	Community Park / Maple Canyon HSTS Elimination Project
6109	P650895-100007	710,000	Sunbury Rd / Mock Rd HSTS Elimination Project
6109	P650896-100000	600,000	Blueprint Affordability Update
6109	P650902-100001	1,800,000	Clinton Sewer District Number 3 - OSU Innovation District Sewer Extension
6204	P610762-102022	400,000	General Engineering Services - Storm - 2022
6204	P611038-100001	1,020,000	Twin Lakes Dam Rehabilitation
6204	P611660-100000	300,000	DOSD Stormwater Pump Stations Evaluation & Upgrade
6204	P611660-100100	1,000,000	DOSD Stormwater Pump Stations - Construction
6204	P611661-100000	45,000	Stormwater Remote Site Communication Network Upgrades
6204	P611702-100000	260,000	Cooke Rd. Culvert Improvements Project
6204	P611706-100000	50,000	Ohio State University Area Utility Easement Project
6204	P611707-100000	50,000	Second Avenue Sewer Improvements
6204	P611709-100000	1,300,000	Floodwall Closure Evaluations
6204	P611711-100000	130,245	Thurston Grimsby Storm Sewer Improvements Project
6204	P611712-100000	244,125	Astor Bernhard Storm Sewer Improvements
6204	P611714-100000	174,375	Plum Ridge Storm Improvements
6204	P611716-100000	815,255	Major Stormwater Drainage Improvements

<u>Fund</u>	<u>Project</u>	<u>Amount</u>	<u>Description</u>
6204	P611720-100000	\$ 150,000	Storm Sewer Lining Projects
6204	P611724-100000	286,000	Livingston Noe-Bixby Culvert
6204	P611725-100000	1,500,000	Northeast Stormwater Study - Karmel/Woodward & Maize/Morse
6204	P611727-100000	100,000	Postlewaite Road Stormwater System Improvements
6303	P670868-100001	750,000	Power General Engineering Services (2021-2024)
6303	P670799-100001	400,000	Voltage Conversion - Circuit 7221 - Hudson Street and McGuffy Road, Clintonville
6303	P670878-100002	535,773	Smart Lighting Phase Two
6303	P670878-100003	400,000	Smart Lighting Phase Three
6303	P670892-100000	215,000	Circuit 23 Street Lighting Improvements
6303	P670895-100000	147,750	Noe Bixby Road Street Lights
6303	P670896-100000	730,355	Refugee Road Street Lights
6303	P670897-100000	184,000	Circuit 79 Street Lighting Improvements
6303	P670899-100000	637,122	Circuits 128 and 80 Street Lighting Improvements
6303	P670907-100000	<u>1,000,000</u>	Furnace Substation - 138kV Interconnection
Total		<u>\$102,305,000</u>	

While the City anticipates spending the moneys allocated to the funds and projects in the manner set forth in the table above, the City may determine, upon the approval of this Council, to reallocate proceeds of the Bonds to another fund and project consistent with the purpose for which the Bonds are issued.

Any premium received from the sale of the Unlimited Tax Bonds shall be deposited in the City Treasury and shall be credited to such funds and used for such purposes as shall be specified in the Certificate of Award. All moneys necessary to carry out the purpose of this Ordinance are hereby deemed appropriated and authorized for expenditure by the City Auditor.

The City Auditor and the Director of Finance and Management, or either of them individually, are authorized to transfer funds from the unappropriated balance of Special Income Tax Fund, Fund 4430, as necessary to pay expenses related to the projects until such funds are received from the sale of the Unlimited Tax Bonds, at which time, the City Auditor and the Director of Finance and Management, or either of them individually, are authorized and directed to repay the Special Income Tax Fund the amount transferred under this Section. The City intends to make a reimbursement allocation on its books for such expenditures not later than eighteen months following the later to occur of the date of such expenditures to be reimbursed or the date the project for which such expenditures were made is “placed in service” within the meaning of Treasury Regulations Section 1.150-2(c). Upon the issuance of the Unlimited Tax Bonds, the proceeds of such Unlimited Tax Bonds shall be used to reimburse the fund from which the advance for costs of the project will be made.

Pursuant to Ordinance No. 0889-2023, adopted on the same date as this ordinance, Council has authorized the expenditure of a sum not to exceed \$4,000,000 from Special Income Tax Fund, Fund 4430, and appropriated such amount to pay costs of issuance of the Bonds, in addition to Unlimited Tax Bonds and Limited Tax Bonds authorized by separate ordinances of this Council, to be issued at the same time as the Bonds (as used herein, the “2023 Bonds”), which costs of issuance shall include, but shall not be limited to, the fees and expenses of the City’s bond counsel, the fees and expenses of the City’s municipal advisor, rating agency fees, the fees and expenses associated with the sale of the 2023 Bonds and printing fees. Council hereby affirms such use and authorizes the reimbursement of Special Income Tax Fund, Fund 4430, by the benefiting funds as determined by the City Auditor. In the alternative, the City Auditor

is hereby authorized to pay costs of issuance of the 2023 Bonds from the proceeds of the sale of the 2023 Bonds.

This Council hereby declares that the Unlimited Tax Bonds are “obligations” within the meaning of Section 323.07(a) of the Columbus City Codes. The Certificate of Award shall identify the annual financial information and operating data that will constitute the “annual information” for purposes of said Section 323.07. Further, the City Auditor and Director of Finance and Management, or either of them individually, are hereby authorized and directed to execute and deliver, for the benefit of the bondholders, a Continuing Disclosure Certificate in such form as is approved by the officer executing such certificate, as necessary to assist the Original Purchaser in complying with Rule 15c2-12(b)(5) adopted by the Securities Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time. The Continuing Disclosure Certificate shall identify the annual financial information and operating data that will constitute the “annual information” for purposes of said Section 323.07. The approval of such Continuing Disclosure Certificate shall be conclusively evidenced by the execution of such certificate by the City Auditor or Director of Finance and Management.

Section 10. Certain of the Unlimited Tax Bonds or a series thereof (the “Tax-Exempt Bonds”) may be issued as obligations the interest on which is excludable from gross income for purposes of federal income taxation pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”). The City hereby covenants that it shall comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Tax-Exempt Bonds is and will continue to be excluded from gross income for federal income tax purposes, under applicable provisions of the Code. The City further covenants that it shall restrict the use of the proceeds of the Tax-Exempt Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Tax-Exempt Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the “Regulations”).

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

The City Auditor shall keep and maintain adequate records pertaining to investment of all proceeds of the Tax-Exempt Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the City to comply with any federal law or regulation now or hereafter having applicability to the Tax-Exempt Bonds which limits the amount of Tax-Exempt Bond proceeds which may be invested at an unrestricted yield or requires the City to rebate arbitrage profits (or penalties in lieu thereof) to the

United States Department of the Treasury. The City Auditor is hereby authorized and directed to file such reports with, and rebate arbitrage profits (or penalties in lieu thereof) to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Tax-Exempt Bonds requires any such reports or rebates, and moneys necessary to make such rebates are hereby appropriated for such purpose. The payment of any rebate arbitrage profits (or penalties in lieu thereof) made to the United States Department of the Treasury shall be authorized and paid from such fund or funds as determined by the City Auditor.

Section 11. Except for the procedure for authenticating the Unlimited Tax Bonds set forth herein, documents (including this Ordinance) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Unlimited Tax Bonds, for the purposes of this Ordinance, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

Section 12. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Unlimited Tax Bonds in order to make them legal, valid and binding obligations of the City have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the City are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Unlimited Tax Bonds.

Section 13. It is hereby found and determined that all formal actions of this Council concerning and relating to the adoption of this Ordinance were taken in an open meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements including Ohio Revised Code Section 121.22.

Section 14. The City Clerk is hereby directed to forward certified copies of this Ordinance to the County Auditors of Franklin, Fairfield and Delaware Counties, Ohio.

Section 15. In accordance with Sections 22 and 44-1(b) of the Charter of the City of Columbus, Ohio, and for the reason stated in the preamble hereto, which is hereby made a part hereof, this Ordinance is hereby declared to be an emergency measure and shall take effect and be in force from and immediately after its passage and approval by the Mayor, or 10 days after passage if the Mayor neither approves nor vetoes the same.