

WHEREAS, at the election held on November 5, 2013 on the proposition of issuing bonds for the purpose hereinafter stated in the sum of Four Hundred Forty-Five Million Two Hundred Ninety-Five Thousand Dollars (\$445,295,000) 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 “Municipality”) now deems it necessary to issue and sell up to \$62,820,000 of bonds of the Municipality 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 the Division of Water, Division of Power, and Division of Sewerage and Drainage, 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.

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

Section 1. Bonds of the Municipality shall be issued in one or more series, in the principal sum of Sixty-Two Million Eight Hundred Twenty Thousand Dollars (\$62,820,000) (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 Municipality, 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 Municipality 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 Municipality 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 Municipality to combine all or a portion of the Bonds with other unlimited tax bond issues of the Municipality, 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.” The Unlimited Tax Bonds shall be designated “Various Purpose Unlimited Tax Bonds, Series 2017,” 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 denomination of \$5,000 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 Municipality in such manner as it shall determine. When partial redemption of a single maturity of Unlimited Tax Bonds is authorized, the Bond Registrar shall select Unlimited Tax Bonds or portions thereof by lot within such maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Unlimited Tax Bond so selected will be in the amount of \$5,000 or an integral multiple thereof.

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 Municipality 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 thirty (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 Municipality, 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 defined in Section 7 hereof) 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 Municipality 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 Municipality 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 Municipality and the Bond Registrar shall not be required to transfer or exchange any Unlimited Tax Bond for a period of fifteen (15) days next preceding the date of its maturity.

In all cases in which Unlimited Tax Bonds are exchanged or transferred hereunder, the Municipality 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 Municipality 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 Municipality 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 Municipality, 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 Municipality 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 Municipality 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 Municipality 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 Municipality. 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 Municipality. 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 Municipality. 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 Municipality, the letter agreement among the Municipality, 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 Municipality and the Bond Registrar may attempt to have established a securities depository/book-entry relationship with another qualified Depository under this Ordinance. If the Municipality and the Bond Registrar do not or are unable to do so, the Municipality 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 Municipality 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 either competitive sale or by negotiated sale. In the event that the Unlimited Tax Bonds are sold by competitive sale, a Notice of Sale shall be published in the form and manner as shall be approved by the City Auditor or the Director of Finance and Management. After publication of such Notice of Sale, the Unlimited Tax Bonds may be awarded and sold to such purchaser (the “Competitive Purchaser”) as shall offer, in the opinion of the City Auditor or the Director of Finance and Management, the best rate of interest on the Unlimited Tax Bonds.

In the event that the Unlimited Tax Bonds are sold on a negotiated basis, the Unlimited Tax Bonds shall be sold to the purchaser or purchasers (collectively, the “Negotiated Purchaser,” and together with the Competitive Purchaser, the “Original Purchaser”) designated in the Certificate of Award (as defined herein). The City Auditor and the Director of Finance and Management, or either of them individually, are authorized and directed, in the event that the Unlimited Tax Bonds are sold on a negotiated basis, to execute on behalf of the Municipality a Bond Purchase Agreement with the Negotiated 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.

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 Municipality a Certificate of Award (the “Certificate of Award”) setting forth the Original Purchaser for the Unlimited Tax Bonds, the aggregate principal amount of the Unlimited Tax Bonds to be issued, 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.

As used in this Section 9 and Section 5 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 Municipality.

“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 100% 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 five per centum (5.00%) 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 City Auditor and the City Clerk are authorized and directed to make the necessary arrangements on behalf of the Municipality 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 and the Certificate of Award. 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 Municipality, 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 Municipality 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 Municipality. The Director of Finance and Management, the City Auditor, the City Attorney and any other official of the Municipality are each authorized to execute and deliver, on behalf of the Municipality, 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	690026-100016	\$ 400,000	Home Road Property Demolition
6006	690236-100068	450,000	Silver Dr. Area WL imp
6006	690236-100070	75,000	South Broadleigh Rd Area WL imp
6006	690236-100076	375,000	Project Number 37 Water Main Replacement
6006	690236-100079	375,000	Project Number 40 Water Main Replacement
6006	690236-100080	350,000	Project Number 41 Water Main Replacement
6006	690236-100084	4,489,593	East Franklinton Water Line Improvements
6006	690236-100096	250,000	Project Number 50 Water Main Replacement
6006	690236-100097	250,000	Project Number 51 Water Main Replacement
6006	690236-100098	250,000	Project Number 52 Water Main Replacement
6006	690251-100000	150,000	O'Shaughnessy Hydroelectric - FERC
6006	690278-100004	150,000	DRWP Misc. Improve - Educational Signage
6006	690278-100005	500,000	DRWP Misc. Imp - Basin Clarifier Rehab
6006	690291-100002	5,000,000	PAWP Miscellaneous Improvements - Lime Slaker & Soda Ash Feeder
6006	690358-100000	1,000,000	Automatic Meter Reading
6006	690384-100000	410,000	Watershed Road Improvements
6006	690389-100000	800,000	HCWP Basin Concrete Rehab
6006	690391-100000	200,000	HCWP A & B Raw & Fin. Water
6006	690394-100000	3,250,000	Water Meter Renewal
6006	690411-100013	650,000	Hoover Dam Imp - Part 1
6006	690411-100015	100,000	Watershed Misc. Imp - Hoover Maintenance Complex Fuel System
6006	690414-100002	425,000	PAWP Sludge Removal - Land Acquisition
6006	690441-100002	2,000,000	Alum Creek Pump Stations - Exterior Renovations
6006	690451-100001	3,000,000	Mound District Booster Station discharge
6006	690473-100011	750,000	Misc. Water Tank Overflow Imp
6006	690477-100000	2,000,000	Water Storage Tank Painting
6006	690486-100000	1,200,000	HCWP Disinfection Improvements
6006	690487-100000	1,000,000	PAWP Disinfection Improvements
6006	690488-100000	1,800,000	PAWP Surface Water Treatment Upgrade
6006	690507-100000	400,000	HCWP Floc and Lime Basin Reconstruction
6006	690513-100000	350,000	PAWP HVAC Improvements
6006	690518-100000	3,295,407	Professional Construction Management-Supply Group
6006	690519-100000	1,375,000	HCWP Standby Power
6006	690520-100000	1,250,000	DRWP Standby Power
6006	690527-100000	1,000,000	Fire Hydrant Repairs (non R&R)
6006	690528-100002	500,000	2015 General Engineering Services - Distribution Group
6006	690535-100000	2,000,000	DRWP UV Disinfection

<u>Fund</u>	<u>Project</u>	<u>Amount</u>	<u>Description</u>
6006	690536-100000	\$1,600,000	HCWP UV Disinfection
6006	690541-100000	270,000	Reservoirs Bathymetric Study
6006	690549-100001	400,000	General CA-CI
6006	690554-100000	700,000	Laboratory Upgrades
6006	690556-100000	100,000	Security & Emergency Preparedness
6006	690557-100000	500,000	Land Stewardship Update
6006	690559-100000	1,650,000	HCWP Sludge Removal Lagoon 1&2
6303	440007-100000	15,000	UIRF Funding Street Lighting Projects - SIT Supported
6303	440007-100009	302,380	South High Street Decorative Lighting - 2126
6303	440007-100010	241,800	South High Street Decorative Lighting - 2140
6303	440007-100016	41,400	Mock Rd Standard Lighting
6303	440007-100018	205,000	North Central Standard Lighting
6303	440007-100019	33,000	Innis Road Standard Lighting
6303	440007-100021	566,420	East Main Decorative Lighting
6303	670003-100200	2,000,000	DOP Streetlight Program
6303	670793-100001	2,000,000	New Jackson Pike Substation Transformer
6204	610050-100000	3,680,000	Fountain Square
6204	610762-100000	400,000	General Engineering Services
6204	610792-100002	98,000	Detention Basin Modifications
6204	610805-100000	537,000	Rathbone Ave SSI
6204	611009-100000	5,300,000	Terrace Avenue/Broad Street Stormwater System Improvements
6204	611036-100000	185,000	Barnett Road Stormwater System Improvements
6204	611038-100000	<u>175,000</u>	Twin Lakes Upper Dam
	Total	<u>\$62,820,000</u>	

While the Municipality anticipates spending the moneys allocated to the funds and projects in the manner set forth in the table above, the Municipality 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 Municipality 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. 1789-2017, adopted on the same date as this ordinance, Council has authorized the expenditure of a sum not to exceed \$1,000,000 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 Unlimited Tax Bonds (as used herein, the “2017 Bonds”), which costs of issuance shall include, but shall not be limited to, the fees and expenses of the Municipality’s bond counsel, the fees and expenses of the Municipality’s municipal advisor, rating agency fees, the fees and expenses associated with the sale of the 2017 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 the costs of issuance of the 2017 Bonds from the proceeds of the sale of the 2017 Bonds.

This Council hereby declares that the Unlimited Tax Bonds are “obligations” within the meaning of Section 323.07(a)(7) 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 Municipality 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 Municipality 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 Municipality, 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 Municipality 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 Municipality, including the City Clerk, on behalf of the Municipality; (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 Municipality, 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 Municipality, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the Municipality pertaining to Section 148 and the Regulations, and the

representations, warranties and covenants of the Municipality regarding compliance by the Municipality 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 Municipality 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 Municipality 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. The appointment of the law firm of Bricker & Eckler LLP to serve as bond counsel with respect to the issuance of the 2017 Bonds is hereby approved. The fees to be paid to such firm shall be subject to review and approval of the City Auditor, shall not exceed the fees customarily charged for such services, and shall be paid upon closing with cash from Special Income Tax Fund, Fund 4430, pursuant to Section 9.

Section 12. The appointment of H.J. Umbaugh & Associates, Certified Public Accountants, LLP to serve as municipal advisor to the Municipality with respect to the issuance of the 2017 Bonds is hereby approved. The fees to be paid to such firm shall be subject to review and approval of the City Auditor, shall not exceed the fees customarily charged for such services, and shall be paid upon closing with cash from Special Income Tax Fund, Fund 4430, pursuant to Section 9.

Section 13. 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 Municipality 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 Municipality 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 14. It is hereby found and determined that all formal actions of this Council concerning and relating to the adoption of this Ordinance were adopted 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 15. 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 16. In accordance with Section 44-1(b) of the Charter of the City of Columbus, Ohio, this Ordinance shall take effect and be in force from and immediately after its passage and approval by the Mayor, or ten (10) days after passage if the Mayor neither approves nor vetoes the same.