



City of Columbus

Office of City Clerk
90 West Broad Street
Columbus OH 43215-9015
columbuscitycouncil.org

Legislation Text

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This ordinance will authorize the issuance of unlimited tax bonds in an amount not to exceed \$286,620,000 and limited tax bonds in an amount not to exceed \$87,980,000 for the purpose of providing funds to refund, either currently or in advance, certain outstanding general obligation bonds of the City

Authorizing the issuance of unlimited tax bonds in an amount not to exceed \$286,620,000 and limited tax bonds in an amount not to exceed \$87,980,000 for the purpose of providing funds to refund, either currently or in advance, certain outstanding general obligation bonds of the City (\$374,600,000)

Section 55(B) of the City Charter.

WHEREAS, pursuant to various ordinances passed by the City Council (the "Council") unlimited tax general obligation bonds of the City of Columbus, Ohio (the "Municipality"), to wit:

Name	Dated	Outstanding Amount	Callable Amount
Various Purpose UT, Series 1992-4	11/01/92	\$ 315,000	\$ 315,000
Street Lighting and Electricity No. 26	11/01/92	250,000	250,000
Various Purpose UT, Series 1997-2	11/15/97	57,290,000	37,085,000
Various Purpose UT, Series 1998-2	12/15/98	64,595,000	38,500,000
Various Purpose UT, Series 1999-2	12/15/99	82,385,000	41,645,000
Various Purpose UT, Series 2000-1	11/15/00	101,015,000	53,150,000
Various Purpose UT, Series 2001	12/15/01	98,740,000	36,710,000
Various Purpose UT, Series 2002-1	11/15/02	148,950,000	70,190,000
Various Purpose UT, Series 2003A	06/17/03	62,940,000	8,775,000

(the "Outstanding Unlimited Tax Bonds"), and limited tax general obligation bonds of the Municipality, to wit:

Name	Dated	Outstanding Amount	Callable Amount
Various Purpose LT, Series 1992-5	11/01/92	\$ 120,000	\$ 120,000
Multipurpose Electricity LT, Series 1992-6	11/01/92	160,000	160,000
Various Purpose LT, Series 1995-2	06/15/95	13,295,000	10,650,000
Various Purpose LT, Series 1996-1	12/15/96	15,015,000	12,530,000
Various Purpose LT, Series 1997-1	11/15/97	28,125,000	16,960,000
Various Purpose LT, Series 1998-1	12/15/98	50,815,000	26,715,000
Various Purpose LT, Series 1999-1	12/15/99	18,265,000	8,600,000
Various Purpose LT, Series 2000-2	11/15/00	10,885,000	5,180,000

Various Purpose LT, Series 2002-2	11/15/02	14,585,000	7,065,000
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(the "Outstanding Limited Tax Bonds" and together with the Outstanding Unlimited Tax Bonds, the "Outstanding Bonds") were issued and sold by the Municipality for the purposes described in those ordinances and in the Outstanding Bonds; and

WHEREAS, this Council believes that it is in the best interest of the Municipality to achieve a reduction in the debt service associated with the Outstanding Bonds by providing for the refunding, either currently or in advance, of all or a portion of the callable portion of the Outstanding Bonds;

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

Section 1. Bonds of the Municipality shall be issued in the principal sum not to exceed Three Hundred Seventy-four Million Six Hundred Thousand Dollars (\$374,600,000) (the "Bonds") for the purpose of refunding, either currently or in advance, all or a portion of the callable portion of the Outstanding Bonds. The Bonds shall be issued in two series. One series, in an aggregate principal amount not to exceed Two Hundred Eighty-six Million Six Hundred Twenty Thousand Dollars (\$286,620,000), shall be designated "City of Columbus, Ohio Various Purpose Unlimited Tax Refunding Bonds, Series 2005A" (the "Series A Bonds"). The second series, in an aggregate principal amount not to exceed Eighty-seven Million Nine Hundred Eighty Thousand Dollars (\$87,980,000), shall be designated "City of Columbus, Ohio Various Purpose Limited Tax Refunding Bonds, Series 2005B" (the "Series B Bonds").

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 "Series A Debt Service Levy") for each year during which any of the Series A Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Series A Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Series A Bonds at maturity or upon redemption. There shall be and is hereby levied annually on all the taxable property in the Municipality, in addition to all other taxes and within the ten mill limitation, a direct tax (the "Series B Debt Service Levy" and, together with the Series A Debt Service Levy, the "Debt Service Levies") for each year during which any of the Series B Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Series B Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Series B Bonds at maturity or upon redemption. The Debt Service Levies 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 Levies shall be and are 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 Levies shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levies 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 Levies 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. The Series A 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 Series A Bonds maturing on any one date; shall be numbered RA-1 upward; shall be dated as set forth in the Certificate of Award hereinafter identified; shall bear interest payable semi-annually on the dates specified in the Certificate of Award (the "Series A Interest Payment Dates") beginning with the date specified in the Certificate of Award (the "Series A First Interest Payment Date"), until the principal sum is paid; and shall bear interest at the rates and shall mature and be subject to mandatory redemption, and shall be subject to optional redemption at a redemption price equal to 100% of the principal amount redeemed plus accrued interest to the date of redemption of the Series A Bonds, on the dates as shall be set forth in the Certificate of Award.

The Series B 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 Series B Bonds maturing on any one date; shall be numbered from RB-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 "Series B Interest Payment Dates") beginning with the date specified in the Certificate of Award (the "Series B First Interest Payment Date"), until the principal sum is paid; and shall bear interest at the rates and shall mature and be subject to mandatory redemption, and shall be subject to optional redemption at a redemption price equal to 100% of the principal amount redeemed plus accrued interest to the date of redemption of the Series B Bonds, on the dates as shall be set forth in the Certificate of Award.

If less than all of the then outstanding Bonds of either series are called for redemption, the 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 either series is authorized, the Bond Registrar shall select 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 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 series and numbers the 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 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 Bonds so called for redemption shall cease to bear interest on the redemption date, provided moneys for the redemption of said Bonds are on deposit at the office of the Bond Registrar at that time.

Section 5. The Bonds shall set forth the purposes for which they are issued and that they are issued pursuant to this Ordinance; shall be executed by the Mayor and the City Auditor of the Municipality, in their official capacities, provided that any of those signatures may be a facsimile. No 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 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 Bond so authenticated has been duly issued and delivered under this Ordinance and is entitled to the security and benefit of this Ordinance.

Section 6. The principal of and premium, if any, and interest on the 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 Bonds shall be payable upon presentation and surrender of the Bonds at the office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Series A Interest Payment Date or Series B Interest Payment Date, as applicable (collectively, an "Interest Payment Date"), to which interest has been paid or duly provided for, unless the date of authentication of any Bond is after the 1st day of the calendar month in which such Interest Payment Date occurs, 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 1st day (unless such 1st day is a non-business day, in which case the record date will be the preceding business day) of the calendar month in which occurs that Interest Payment Date (the "Record Date"), on the Bond Register (as defined in Section 7 hereof) at the address appearing therein.

Any interest on any 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 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 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 Bond delivered by the Bond Registrar upon transfer of or in exchange for or in lieu of any other Bond shall carry the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond.

Section 7. The Trustees of the Sinking Fund of the City of Columbus is appointed to act as the authenticating agent, bond registrar, transfer agent and paying agent (collectively, the "Bond Registrar") for the Bonds. So long as any of the 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 Bonds as provided in this Section (the "Bond Register"). Subject to the provisions of Section 6 hereof, the person in whose name any 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 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 Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

Any 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 Bonds of the same series and of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

A 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 Bond or Bonds of the same series and any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the 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 Bond for a period of fifteen days next preceding the date of its maturity.

In all cases in which Bonds are exchanged or transferred hereunder, the Municipality shall cause to be executed and the Bond Registrar shall authenticate and deliver 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 Bonds. All 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 Bonds surrendered upon that transfer or exchange.

Section 8. The Bonds shall 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 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 Bonds in the form of physical securities or certificates; (iii) ownership of beneficial interests in any Bonds 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 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 Bonds in book entry form registered in the name of a Depository or its nominee shall be payable in next 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 Bonds as provided in this Ordinance.

The Bond Registrar may, with the approval of this Council, enter into an agreement with the beneficial owner or registered owner of a 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 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 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 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 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 or the Director of Finance of the Municipality 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 and The Depository Trust Company, as Depository, to be delivered in connection with the issuance of the Bonds to a Depository for use in a book entry system in substantially the form submitted to this Council.

If any Depository determines not to continue to act as a depository for the 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 Bonds from the Depository, and authenticate and deliver 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 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 Bonds may be transferred only through a book entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds "immobilized" to the custody of the Depository, and the book entry is the record that identifies the owners of beneficial interests in those 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 Bonds, and to effect transfers of Bonds, in book entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

Section 9. The sale and award of the Bonds shall be evidenced by the Certificate of Award signed by the Director of Finance or the City Auditor. The Certificate of Award shall state the aggregate principal amount of each of the Series A Bonds and the Series B Bonds to be issued, the dated date of the 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, and the Earliest Optional Redemption Date (all as hereinafter defined), shall identify the Original Purchasers, shall identify the Outstanding Bonds to be refunded (the "Defeased Bonds"), and shall include such additional information as shall be required by the terms of this Bond Legislation and the Bond Purchase Contract.

As used in this Section 9 and Section 4 hereof:

"Certificate of Award" means the Certificate of Award authorized by this Section 9 to be executed by the Director of Finance or the City Auditor setting forth and determining such terms and other matters pertaining to the Series A Bonds and the Series B Bonds, respectively, 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 Bonds of each series 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 such Bonds of a series that are Term Bonds are to be redeemed pursuant to Mandatory Sinking Fund Requirements applicable to such series of Bonds.

"Mandatory Sinking Fund Requirements" means, as to each series of Bonds maturing on Term Maturity Dates, amounts sufficient to redeem such Bonds on each Mandatory Redemption Date, as are to be set forth in the Certificate of Award.

"Original Purchasers" means J.P. Morgan Securities Inc., as senior manager, Apex Pryor Securities, as co-manager, and such other firms acting as co-manager as shall be specified in the Certificate of Award.

"Principal Retirement Dates" means the dates on which a series of Bonds to be retired in accordance with their stated terms, which dates are to be specified in the Certificate of Award, provided that the last maturity of a series of Bonds shall not be later than the year of the last maturity permitted by law for the Defeased Bonds refunded with the proceeds of such series of Bonds.

"Principal Retirement Schedule" means the schedule for the retirement of the principal of 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 applicable series of Bonds, together with accrued interest on such 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 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 and one-half per centum (5.5%) per annum and the debt service charges on the Bonds must produce a present value savings not less than two percent (2.0%) over the debt service charges on the Defeased Bonds.

"Term Bonds" means those 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 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, provided no such date shall be later than the year of the last maturity permitted by law for the Defeased Bonds refunded with the proceeds of such series of Bonds.

The Bonds shall be sold to the Original Purchasers in accordance with the terms of the Bond Purchase Contract (the "Bond Purchase Contract") between the Municipality and J. P. Morgan Securities Inc., as representative of the Original Purchasers, at the Purchase Price, plus any accrued interest on the principal amount of the Bonds from the date of the Bonds to the date of delivery of and payment therefor. The Bond Purchase Contract 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 Director of Finance and approved as to form by the City Attorney. The approval of such Bond Purchase Contract shall be conclusively evidenced by the execution of the Bond Purchase Contract by such officers. It is hereby determined that the Purchase Price and the Specified Interest Rates for the Bonds, the manner of sale and the terms of the Bonds, all as provided herein, in the Certificate of Award and in the Bond Purchase Contract, will be in the best interests of the Municipality and consistent with all legal requirements.

The Director of Finance, the City Auditor and the 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 Bonds to the Original Purchasers. Those officers are further directed to take all steps necessary to effect due execution, authentication and delivery of the Bonds under the terms of this Ordinance and the Bond Purchase Contract.

The distribution of an Official Statement of the Municipality, in preliminary and final form, relating to the original issuance of the Bonds as described in the Bond Purchase Contract is hereby authorized and the Director of Finance is hereby authorized and directed to negotiate, prepare and execute, on behalf of the Municipality and in his official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Bonds, and he is authorized and directed to advise the Original Purchasers in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Bonds as he deems necessary or appropriate to protect the interests of the Municipality. The Director of Finance, 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 Municipality shall deposit with the Escrow Trustee, hereinafter identified, proceeds of the Bonds paid to the Municipality pursuant to the Bond Purchase Contract in an amount sufficient to defease the Defeased Bonds, and such monies shall be applied in accordance with the terms of the Escrow Deposit Agreement, hereinafter identified. The balance of such proceeds, including any accrued interest received from such sale, shall be deposited in the City Treasury and shall be credited to the proper Bond Retirement Fund to be applied to the payment of the principal and interest of general obligation bonds of the Municipality in the manner provided by law. Said proceeds are hereby appropriated for such purposes.

To provide for the payment of the costs of issuance of the Bonds, which 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 financial advisor, rating agency fees and printing fees, the Municipality is hereby authorized to expend a sum not to exceed Four Hundred Thousand Dollars (\$400,000), and such amount is hereby deemed appropriated, which amount shall be allocated to, and paid from, the benefiting funds as determined by the City Auditor. Initial funds for the payment of such costs of issuance are hereby appropriated from Debt Service Fund #430, which fund shall then be reimbursed by the benefiting funds as determined by the City Auditor.

All moneys necessary to carry out the purpose of this Ordinance, including all principal of and interest on the Bonds, are

hereby deemed appropriated.

This Council hereby declares that the 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.

Section 10. The Municipality hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The Municipality further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder or (the "Regulations").

The City Auditor or the Director of Finance, or any other officer, 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 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 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, which action shall be in writing and signed by the City Auditor or the Director of Finance, or any other officer, 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 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 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 Bonds which limits the amount of 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 Bonds requires any such reports or rebates, and moneys necessary to make such rebates are hereby appropriated for such purpose.

Section 11. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the 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 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 Bonds.

Section 12. The Director of Finance and the City Auditor and each of them, acting alone, are hereby authorized and directed, for and in the name of the Municipality and on its behalf, to give, or cause to be given, such notices as may be required in order to effect the defeasance of the Defeased Bonds, including, but not limited to, giving such notices of redemption as may be necessary to redeem the Defeased Bonds on their first optional redemption dates. The Director of Finance and the City Auditor and each of them, acting alone, are hereby authorized and directed to execute and deliver an Escrow Deposit Agreement with J.P. Morgan Trust Company, National Association (the "Escrow Trustee"), pursuant to which the Escrow Trustee shall: (i) maintain a trust fund for the proceeds of the Bonds deposited with the Escrow Trustee for the defeasance of the Defeased Bonds, in accordance with the terms of the Escrow Deposit Agreement; and (ii) be appointed and serve as the co-paying agent for the Defeased Bonds. The Escrow Deposit Agreement shall be in such form and shall contain such terms, covenants and conditions not inconsistent with this Ordinance as shall be approved by the officer executing the same and as shall be approved as to form by the City Attorney. The approval of the Escrow Deposit Agreement shall be conclusively evidenced by the execution thereof by those officials.

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 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 Section 121.22 of the Ohio Revised Code.

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 Section 55(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 days after passage if the Mayor neither approves nor vetoes the same.