

Ordinance No. 898-2023

By Council Member Griffin
(by departmental request)

AN EMERGENCY ORDINANCE

Authorizing the issuance and sale by the City of Cleveland, Ohio of Water Pollution Control Revenue Bonds in an aggregate principal amount not to exceed \$45,000,000 to pay costs of improving the water pollution control system; authorizing a second supplemental trust agreement and other agreements, documents and actions related to the Water Pollution Control Revenue Bonds; and authorizing and approving related matters.

WHEREAS, the City of Cleveland, Ohio, a municipal corporation and political subdivision of the State of Ohio, is authorized under Article XVIII of the Ohio Constitution and the Charter of the City, among other things: (a) to own and operate the public utility referred to as the Water Pollution Control System (the “System”); (b) to make, from time to time, additions, extensions and improvements to the System; and (c) to borrow money for the purpose of paying costs of those additions, extensions and improvements and refunding outstanding obligations issued for that purpose; and

WHEREAS, pursuant to that authority the Council passed Ordinance No. 29-16 on January 25, 2016 (the “General Bond Ordinance”), providing for the City’s issuance from time to time of Water Pollution Control Revenue Bonds and Council approved the Master Trust Agreement, dated as of April 14, 2016, between the City and Zions Bank, A Division of ZB, National Association, as trustee (the “Master Trust Agreement”) under which the City issued and secured Water Pollution Control Revenue Bonds and into which the General Bond Ordinance was incorporated; and

WHEREAS, this Council has determined to authorize the issuance by the City of Water Pollution Control Revenue Bonds, Series 2023 (“Series 2023 Bonds”) under this Series 2023 Bond Ordinance (the “Series 2023 Bond Ordinance”) and under the Master Trust Agreement, as supplemented by the Second Supplemental Trust Agreement between the City and the Trustee (as so supplemented and as it may be further supplemented and amended in accordance with its terms, the “Trust Agreement”) approved by this Series 2023 Bond Ordinance for the purpose of paying Capital Costs and for the other purposes stated in Section 2 hereof; and

WHEREAS, this Series 2023 Bond Ordinance constitutes an emergency measure providing for the usual daily operation of a municipal department and providing for the immediate preservation of the public peace, property, health or safety in that authorizing the Series 2023 Bonds is necessary to fund contracts for improvements to the System and thereby provide for the daily operation of a municipal department; now, therefore,

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF CLEVELAND:

Section 1. Definitions.

Capitalized words and terms defined in the Trust Agreement are used in this Series 2023 Bond Ordinance with the meanings assigned to them in the Trust Agreement unless otherwise noted. In addition, the following words and terms have the following meanings, unless the context or use indicates a different meaning or intention.

“Bond Purchase Agreement” means, with respect to the Series 2023 Bonds, the Bond Purchase Agreement between the City and the Original Purchasers authorized in Section 5 hereof.

“Bonds” means the Series 2023 Bonds authorized by this Series 2023 Bond Ordinance and any Additional Bonds issued under the Trust Agreement.

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“Certificate of Award” means the certificate authorized to be delivered by the Director of Finance pursuant to Section 5 hereof providing for the final terms of the Series 2023 Bonds consistently with the requirements of the Trust Agreement and this Series 2023 Bond Ordinance.

“Continuing Disclosure Agreement” means the continuing disclosure agreement or certificate authorized in Section 11 hereof.

“Credit Support Instrument” means an insurance policy, surety, letter of credit, standby bond purchase agreement or other credit enhancement, support or liquidity device used to enhance the security or liquidity of any Series 2023 Bonds.

“Municipal Advisor” means any municipal advisory firm or firms retained by the Director of Finance of the City, from time to time, pursuant to Section 12. Any references to “Financial Advisor” in any transaction documents related to the issuance of the Bonds (including any Bonds issued prior to the Series 2023 Bonds authorized in this Series 2023 Bond Ordinance) shall have the same meaning as “Municipal Advisor” as used in this Ordinance.

“Original Purchasers” means, with respect to the Series 2023 Bonds, the financial institutions designated in the Certificate of Award as the original purchasers of the Series 2023 Bonds.

“Series 2023 Bonds” means the Water Pollution Control Revenue Bonds authorized to be issued pursuant to Section 2 hereof, which constitute Bonds under the Trust Agreement.

“Trustee” means Zions Bank, A Division of ZB, National Association, as trustee for the Bonds under the Trust Agreement and any person acting in the capacity of trustee under or pursuant to the Trust Agreement, and its successors and any corporation resulting from or surviving any consolidation or merger to which it or its successors may be a party, and any successor Trustee at the time surviving as successor Trustee under or pursuant to the Trust Agreement.

Section 2. Authorization of the Series 2023 Bonds.

This Council authorizes the City to issue the Series 2023 Bonds for the purpose of paying Capital Costs. The principal amount of the Series 2023 Bonds is to be the amount set forth in the Certificate of Award, subject to the limitations set forth in Section 5 hereof, and determined by the Director of Finance to be the amount necessary, together with other funds available for the purpose, (i) to pay Capital Costs, including funding interest on the Series 2023 Bonds for a temporary period, (ii) to fund any deposit to the Debt Service Reserve Fund required under the Trust Agreement or any special reserve fund for that Series separate from the Debt Service Reserve Fund, (iii) to pay costs of any Credit Support Instruments, and (iv) to pay costs of issuing the Series 2023 Bonds. The proceeds from the sale of the Series 2023 Bonds shall be allocated, deposited and applied as provided in Section 6 hereof.

This Council finds and determines that the issuance of the Series 2023 Bonds for the purposes provided in this Series 2023 Bond Ordinance serves a proper, public, municipal purpose by preserving and enhancing the efficiency and economy with which the System provides services to its users.

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Section 3. Multiple Series.

Notwithstanding anything herein to the contrary, the Series 2023 Bonds may be issued in one or more separate series or subseries, each bearing a distinctive designation, provided that Series 2023 Bonds of all series in the aggregate, must satisfy the requirements and comply with the restrictions of this Series 2023 Bond Ordinance and the Trust Agreement. Separate series and subseries of Series 2023 Bonds may be issued at the same or different times and so may have different dates of issuance. The Series 2023 Bonds of each series and subseries shall be designated as provided in the applicable Certificate of Award. A separate Certificate of Award may be delivered for each series or subseries, and each reference in this Series 2023 Bond Ordinance to the Certificate of Award shall refer to each and all such Certificates of Award. A separate Supplemental Trust Agreement may be entered into for each series or subseries, and each reference in this Series 2023 Bond Ordinance to the Second Supplemental Trust Agreement shall refer to each and all such Supplemental Trust Agreement, but any Supplemental Trust Agreement subsequent to the Second Supplemental Trust Agreement shall bear a different designation. A separate Bond Purchase Agreement and Continuing Disclosure Agreement may be entered into for each series or subseries, and each reference in this Series 2023 Bond Ordinance to the Bond Purchase Agreement or to the Continuing Disclosure Agreement shall refer to each and all such Bond Purchase Agreements or Continuing Disclosure Agreements, respectively. A separate Official Statement may be prepared for each series or subseries, and each reference in this Series 2023 Bond Ordinance to the Official Statement shall refer to each and all such Official Statements.

Section 4. Terms of Series 2023 Bonds.

The Series 2023 Bonds shall contain the terms provided in or determined pursuant to, the Trust Agreement, this Series 2023 Bond Ordinance, and the Certificate of Award.

(a) Credit Support Instrument. The Director of Finance, in connection with the original issuance of the Series 2023 Bonds, is authorized to contract for a Credit Support Instrument, and to pay the costs of it from proceeds of the Series 2023 Bonds, if the Director of Finance determines, based on the written advice of a Municipal Advisor, that the Credit Support Instrument will result in a savings in the cost of the financing to the City.

(b) Form; Exchange and Transfer. All Series 2023 Bonds shall be issued in fully registered form, and in the form included within the Second Supplemental Trust Agreement. Unless otherwise provided for in the Certificate of Award and the Second Supplemental Trust Agreement, the Series 2023 Bonds are to be delivered in Book-Entry Form to a Depository to be held in a Book-Entry System. No Series 2023 Bonds shall be exchanged for or transferable into a coupon Bond or Bonds unless and until the Trust Agreement shall have been amended in accordance with the terms thereof to permit such exchanges or transfers.

If any Depository determines not to continue to act as a Depository for any Series 2023 Bonds then held in a Book-Entry System, the Director of Finance and the Trustee may attempt to establish a securities depository/book-entry relationship with another qualified Depository. If the Director of Finance and the Trustee do not or are unable to do so, the Director of Finance and the Trustee, after making provision for notification of the beneficial owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Series 2023 Bonds from the

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Depository, and authenticate and deliver registered Series 2023 Bond certificates to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of action or inaction of the City, of those persons requesting such issuance.

The Director of Finance is authorized to enter into any agreements he determines to be necessary in connection with any Book-Entry System for the Series 2023 Bonds, after determining that those agreements will not endanger the funds or securities of the City under the Trust Agreement (as evidenced by the signing of those agreements by the Director of Finance).

(c) Dates; Denominations. The Series 2023 Bonds shall be dated their date of issuance or such other date provided in the Certificate of Award. The Series 2023 Bonds shall be issued in the denominations permitted in the Second Supplemental Trust Agreement.

(d) Interest and Place of Payment. The Series 2023 Bonds shall bear interest at their respective Specified Interest Rates as provided in the Certificate of Award, payable on the Interest Payment Dates. Series 2023 Bonds of the same maturity may bear interest at different Specified Interest Rates. The Series 2023 Bonds shall bear interest from the most recent date to which interest has been paid or duly provided for or, if no interest has been paid or duly provided for, from their date. The principal and any redemption premium and the interest payable on the Series 2023 Bonds shall be payable at the times, to the persons and in the manner set forth in, or referenced by, the Second Supplemental Trust Agreement, including, without limitation, provisions thereof permitting special arrangements for payments to the Depository.

(e) Maturities. The Series 2023 Bonds that are Serial Bonds shall mature on the Serial Maturity Dates and the Series 2023 Bonds that are Term Bonds shall mature on the Term Maturity Dates, in each case in the respective principal amounts provided in the Certificate of Award, consistent with this Series 2023 Bond Ordinance and the Trust Agreement.

(f) Prior Redemption. The Series 2023 Bonds may be subject to redemption prior to maturity at the option of the City, if and to the extent provided in the Certificate of Award. Any Series 2023 Bonds so determined to be subject to optional redemption and maturing by their stated terms after the earliest optional redemption date shall be subject to redemption at the option of the City on or after the earliest optional redemption date in whole or in part on any date at the Redemption Price or Prices provided in the Certificate of Award and in accordance with the Second Supplemental Trust Agreement and the Trust Agreement. Any Series 2023 Bonds designated in the Certificate of Award as term bonds subject to mandatory sinking fund redemption shall be redeemed prior to maturity on each Mandatory Redemption Date designated in the Certificate of Award in the aggregate amount of the Sinking Fund Installment to be paid on such Mandatory Redemption Date, all as provided in the Certificate of Award and in accordance with the Second Supplemental Trust Agreement.

(g) Purchase in Lieu of Redemption. The Series 2023 Bonds may be subject to purchase by the City in lieu of optional redemption if and to the extent provided in the Certificate of Award and the Second Supplemental Trust Agreement.

(h) Numbering. The Series 2023 Bonds shall be numbered as determined by the Director of Finance in the Certificate of Award.

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Section 5. Award and Sale of Series 2023 Bonds.

The Director of Finance shall sign and deliver a Certificate of Award for the Series 2023 Bonds. The Series 2023 Bonds shall be sold to one or more Original Purchasers selected by the Director of Finance and identified in the Certificate of Award. The Series 2023 Bonds may be sold by direct placement to one or more institutions purchasing Series 2023 Bonds for their own account and not for resale or may be sold to financial institutions underwriting the Series 2023 Bonds for sale to the public. Each Certificate of Award shall determine the following, based on the written advice of a Municipal Advisor, consistent with this Series 2023 Bond Ordinance and the Trust Agreement:

(a) the principal amount of Series 2023 Bonds issued; provided that the aggregate principal amount of Series 2023 Bonds shall not exceed Forty-five Million Dollars (\$45,000,000);

(b) the Purchase Price to be paid to the City by the Original Purchasers, which amount shall be not less than: (i) 97% of the amount determined by adding to the aggregate principal amount of the Series 2023 Bonds any aggregate original issue premium and subtracting from that amount any aggregate original issue discount, plus (ii) any accrued interest on the Series 2023 Bonds from their date to the date of their delivery to the Original Purchasers;

(c) whether any Series 2023 Bonds are to be subject to redemption prior to maturity, at the option of the City and, if so, the dates those Series 2023 Bonds are subject to prior redemption, and the Redemption Price or Prices, which may be determined as a percentage of the principal amount redeemed (but in no event higher than 102%) or by a formula intended to make the bondholder whole for the loss of the investment income resulting from the early redemption or by other methodology;

(d) the Principal Payment Dates on which and the Principal Retirement Schedule pursuant to which principal of the Series 2023 Bonds is to be paid, which shall be not later than 35 years from their respective dates of issuance, with an identification of whether the payment is due by stated maturity or by mandatory sinking fund redemption of Series 2023 Bonds of a particular maturity;

(e) the Interest Payment Dates, the first of which shall be no later than one year from the date of issuance of the Series 2023 Bonds;

(f) the Specified Interest Rate or Specified Interest Rates at which Series 2023 Bonds shall bear interest, the weighted average of which shall not exceed eight percent (8%);

(g) the title and series designation for the Series 2023 Bonds;

(h) the amount, if any, and the source of any money to be deposited in the Debt Service Reserve Fund in order to cause the balance therein to equal the Debt Service Reserve Requirement, if and to the extent required and as specified by the Second Supplemental Trust Agreement, and any determination as to whether there shall be a special reserve fund for the Series 2023, separate from the common Debt Service Reserve Fund, and, if so, whether there shall be a municipal bond insurance policy, a bank letter or line of credit, or any other form of credit or liquidity facility issued by a Qualified Financial Institution to enhance the security for the Series 2023 Bonds in lieu of a funded reserve account;

(i) the Paying Agent; and

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(j) whether any Series 2023 Bonds are to be secured by or payable from a Credit Support Instrument.

It is determined that the terms of the Series 2023 Bonds as determined within the limitations set forth in this Series 2023 Bond Ordinance and as specified and set forth in the Certificate of Award will be in the best interest of the City and consistent with all legal requirements.

The Director of Finance may enter into a Bond Purchase Agreement with the Original Purchasers of Series 2023 Bonds setting forth the conditions for delivery of the Series 2023 Bonds that are consistent with this Series 2023 Bond Ordinance, the Certificate of Award, and the Trust Agreement and that are determined by the Director of Finance, based on the written advice of a Municipal Advisor, to be customary for utility revenue bonds issued by governmental entities, including, without limitation, representations as to the accuracy and completeness of information contained in any Official Statement of the City described in Section 11.

Section 6. Application of Proceeds of Series 2023 Bonds.

The proceeds from the sale of the Series 2023 Bonds shall be applied as provided in the Second Supplemental Trust Agreement, including:

(i) to the payment of any providers of any Credit Support Instrument, the fees and expenses required to be paid by the City to obtain the Credit Support Instrument;

(ii) to the Debt Service Fund, that portion, if any, of the proceeds constituting accrued interest;

(iii) to the Debt Service Reserve Fund, that portion, if any, of the proceeds required to be deposited in the Debt Service Reserve Fund in order to cause the balance therein to equal the Debt Service Reserve Requirement, subject to the provisions set forth in Section 5(h) of this Series 2023 Bond Ordinance for a lesser or special deposit;

(iv) to the Contingency Fund, the amount, if any, to be deposited therein from the Series 2023 Bonds' proceeds;

(v) to the Costs of Issuance Fund created under the Second Supplemental Trust Agreement, such amounts as are needed to pay costs of issuing the Series 2023 Bonds; and

(vi) to the Construction Fund, the balance of such proceeds.

The proceeds from the sale of the Series 2023 Bonds are appropriated and shall be used for the purpose for which those Series 2023 Bonds are issued as provided in this Series 2023 Bond Ordinance.

Section 7. Authorization of Second Supplemental Trust Agreement.

In order to secure the payment of the principal of and any premium and interest on the Series 2023 Bonds under the Master Trust Agreement, the Mayor, the Director of Finance and the Director of Public Utilities, or any two of them, are

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authorized, in the name and on behalf of the City, to sign and deliver to the Trustee, in trust for the Original Purchasers and subsequent holders of the Series 2023 Bonds, the Second Supplemental Trust Agreement, approved as to form and correctness by the Director of Law, not inconsistent with this Series 2023 Bond Ordinance, the Certificate of Award and the Master Trust Agreement and not substantially adverse to the City, as may be approved by the officers signing the same on behalf of the City. The determination by those officers that the Second Supplemental Trust Agreement is not substantially adverse to the City shall be conclusively evidenced by the signing and delivery of the Second Supplemental Trust Agreement by those officers.

Section 8. Tax Covenants.

(a) The City covenants that:

(i) it will use, and will restrict the use and investment of, the proceeds of the Series 2023 Bonds in such manner and to such extent as may be necessary so that (a) the interest on the Series 2023 Bonds will be excluded from gross income for federal income tax purposes, and (b) in the case of any Series 2023 Bonds qualifying as bonds, the interest on which is not treated as an item of tax preference under Section 57 of the Code (“Non-AMT Bonds”), such Series 2023 Bonds will be treated as Non-AMT Bonds.

(ii) (A) it will take or cause to be taken such actions that may be required of it for the interest on the Series 2023 Bonds to be and to remain excluded from gross income for federal income tax purposes, (B) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (C) it, or persons acting for it, will, among other acts of compliance, (1) apply the proceeds of the Series 2023 Bonds to the governmental purposes of the borrowing, (2) restrict the yield on investment property acquired with those proceeds, (3) make timely and adequate payments to the federal government, (4) maintain books and records and make calculations and reports, and (5) refrain from certain uses of those proceeds and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

(b) Further Actions. The Director of Finance, as the fiscal officer, or any other officer of the City having responsibility for issuance of the Series 2023 Bonds, is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with respect to the Series 2023 Bonds as the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in or available under the Code for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Series 2023 Bonds or interest thereon, or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments of penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the City, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Series 2023 Bonds, and (c) to give one or more appropriate certificates of the City, for inclusion in the transcript of proceedings for the Series 2023 Bonds, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2023 Bonds, the facts, circumstances and estimates on which they are based, and other facts and

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circumstances relevant to the tax treatment of the interest on and the tax status of the Series 2023 Bonds.

Section 9. Incorporation of General Bond Ordinance Covenants and Requirements.

This Series 2023 Bond Ordinance hereby incorporates all covenants and requirements of the General Bond Ordinance insofar as applicable to the Series 2023 Bonds.

Section 10. Additional Documents.

The Mayor, the Director of Finance, the Director of Public Utilities and other City officials as appropriate under the Charter are authorized to sign and deliver such instruments, certificates and documents as are necessary or appropriate to consummate the transactions authorized by this Series 2023 Bond Ordinance, the Bond Purchase Agreement, the Master Trust Agreement and the Second Supplemental Trust Agreement.

The Mayor, the Director of Finance, the Director of Public Utilities, the Director of Law and other City officials, as appropriate under the Charter, are authorized to make the necessary arrangements on behalf of the City to establish the date, location, procedure and conditions for the delivery of the Series 2023 Bonds to the Original Purchasers and to take all actions necessary to effect due signing, authentication and delivery of the Series 2023 Bonds under the terms of this Series 2023 Bond Ordinance, the Master Trust Agreement, the Second Supplemental Trust Agreement and the Bond Purchase Agreement. The Clerk of Council or other officials of the City as appropriate under the Charter shall furnish the Original Purchasers a true transcript of proceedings, certified by the Clerk or other official, of all proceedings had with reference to the issuance of the Series 2023 Bonds along with such information for the records as is necessary to determine the regularity and validity of the issuance of the Series 2023 Bonds.

Section 11. Official Statements; Continuing Disclosure.

The Mayor, the Director of Finance, the Director of Public Utilities and other City officials as appropriate under the Charter, each is authorized on behalf of the City and in their official capacities to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, disclosure documents in the form of a preliminary official statement relating to the issuance of the Series 2023 Bonds, and (ii) determine, and certify or otherwise represent, when each preliminary official statement as so prepared is a “deemed final” official statement (except for permitted omissions) by the City as of its date for purposes of Securities and Exchange Commission (“SEC”) Rule 15c2-12(b)(1). The distribution and use of one or more preliminary official statements is hereby authorized and approved.

Those officers and each of them are also authorized, on behalf of the City and in their official capacities, as appropriate under the Charter, to complete each preliminary official statement with such modifications, changes and supplements as those officers shall approve or authorize for the purpose of preparing and determining, and to certify or otherwise represent, that the official statement as so revised is a final official statement for purposes of SEC Rule 15c2-12(b) (3) and (4). Those officers each

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are further authorized to use and distribute, or authorize the use and distribution of, one or more final official statements and any supplements thereto in connection with the original issuance of the Series 2023 Bonds as may, in their judgment, be necessary or appropriate. Those officers each are further authorized to sign and deliver, on behalf of the City and in their official capacities, the final official statement and such certificates in connection with the accuracy of the preliminary official statement and the final official statement and any amendments or supplements thereto as may, in their judgment, also be necessary or appropriate. The Director of Finance is authorized to contract for services for the production and distribution of the preliminary and the final official statement, including by printed and electronic means.

Without limiting the generality of the foregoing authorizations, the preliminary and final official statement may include a designation of the Series 2023 Bonds as "Green Bonds" and include information and representations in support of that designation.

For the benefit of the holders and beneficial owners from time to time of the Series 2023 Bonds, the City agrees, in accordance with, and as an obligated person with respect to the Series 2023 Bonds under, SEC Rule 15c2-12, to provide or cause to be provided such financial information and operating data and notices, in such manner, as may be required for purposes of SEC Rule 15c2-12. In order to describe and specify certain terms of the City's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, the Director of Finance and the Director of Public Utilities are authorized to prepare, or cause to be prepared, and to sign and deliver, in the name and on behalf of the City, a continuing disclosure agreement or certificate, which shall constitute the Continuing Disclosure Agreement made by the City for the benefit of the holders and beneficial owners of the Series 2023 Bonds in accordance with SEC Rule 15c2-12. The performance of that Continuing Disclosure Agreement shall be subject to the availability of funds and their annual appropriation to meet costs the City would be required to incur to perform it.

Section 12. Municipal Advisors and Consultants.

The Director of Finance may obtain the services of one or more Municipal Advisors, from time to time, to assist the Director of Finance in making any of the determinations required by this Series 2023 Bond Ordinance to be made by the Director of Finance with respect to the Series 2023 Bonds and any Credit Support Instruments. Any such municipal advisor shall be registered with the SEC and the Municipal Securities Rulemaking Board as a municipal advisor. The Director of Finance may rely on the written advice of any Municipal Advisor so retained. The Director of Public Utilities may obtain the services of one or more feasibility consultants, from time to time, to provide reports in connection with the issuance and sale of any Series 2023 Bonds concerning the utilization and operation of the System, debt service coverage, rates and charges or other matters. Any Municipal Advisor or consultant employed under the authority of this Series 2023 Bond Ordinance shall be disinterested in the transaction and be independent of the Original Purchasers or any other party interested in the transaction.

Section 13. Appointment of Trustee.

The Director of Finance is authorized to appoint a successor Trustee in the event that the current Trustee, Zions Bank, A Division of ZB, National Association, shall resign or be removed, or be dissolved or otherwise become incapable of acting as Trustee under the

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Trust Agreement, or in case it shall be taken under the control of any public officer or officers or of a receiver appointed by a court, in accordance with the provisions of the Trust Agreement.

Section 14. Authorization and Requirement of Declarations of Official Intent.

The Director of Finance, in consultation with the Director of Public Utilities, is authorized to prepare and sign declarations of official intent in the form required by United States Treasury Regulations §1.150-2 (the “Reimbursement Regulations”) with respect to original expenditures to which the Reimbursement Regulations apply, to be made from money temporarily advanced for improvements to the System and that is reasonably expected to be reimbursed from the proceeds of the Series 2023 Bonds or other obligations; to make appropriate reimbursement and timely allocations from the proceeds of the Series 2023 Bonds or other obligations to reimburse such original expenditures; and to take any other actions as may be appropriate, all at the times and in the manner required under the Reimbursement Regulations in order for the reimbursement to be treated as an expenditure of such proceeds for purposes of Sections 103 and 141 to 150 of the Code. No advance from any fund or account or order for payment may be made for original expenditures (other than expenditures excepted from such requirement under the Reimbursement Regulations) that are to be reimbursed subsequently from proceeds of Series 2023 Bonds or other obligations, unless a declaration of official intent with respect thereto is made within the time required by the Reimbursement Regulations.

Section 15. Open Meeting Determination.

It is found and determined that all formal actions of the Council concerning and relating to the adoption of this Series 2023 Bond Ordinance were adopted in an open meeting of the Council, and that all deliberations of the Council and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all applicable legal requirements.

Section 16. Separability.

Each section of this Series 2023 Bond Ordinance and each subdivision of any section is declared to be independent, and the finding or holding of any section or subdivision of any section to be invalid or void shall not be deemed or held to affect the validity of any other section or subdivision of this Series 2023 Bond Ordinance.

Section 17. Validity.

This Council finds and determines that this Ordinance was passed in compliance with all applicable provisions of the City’s Charter and the rules of this Council. This Council further finds and determines that all acts and conditions necessary to be done or performed by the City or to have been met precedent to and in the issuing of the Series 2023 Bonds in order to make them legal, valid, and binding special obligations of the City have been performed and have been met, or will at the time of delivery of the Series 2023 Bonds have been performed and have been met, in regular and due form as required by law, and that no limitation of indebtedness or taxation, either statutory or constitutional, is applicable to the issuance of the Series 2023 Bonds.

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Section 18. Sunset of Authorization.

The authority granted by Section 2 of this Series 2023 Bond Ordinance to issue Series 2023 Bonds shall expire three years from the effective date of this Series 2023 Bond Ordinance. If a preliminary official statement with respect to the issuance of Series 2023 Bonds is distributed under the authority of this Series 2023 Bond Ordinance at any time within the three-year period following its effective date, then the authority granted by this Series 2023 Bond Ordinance shall not expire as to the Series 2023 Bonds. The Director of Finance shall notify the Chairman of the Finance Committee and the Clerk of this Council of the initiation of the issuance of Series 2023 Bonds under the authority of this Series 2023 Bond Ordinance.

Section 19. Emergency.

This Series 2023 Bond Ordinance is declared to be an emergency measure and, provided it receives the affirmative vote of two-thirds of all the members elected to Council, it shall take effect and be in force immediately upon its adoption and approval by the Mayor; otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

DDR:nl
8-16-2023
FOR: Director Abonamah

