

CITY OF ASHLAND, OHIO

ORDINANCE NO. 28-15

ORDINANCE AUTHORIZING THE CITY OF ASHLAND, OHIO TO EXECUTE AND DELIVER A CONTRACTING POLITICAL SUBDIVISIONS AGREEMENT IN CONNECTION WITH THE ISSUANCE OF REVENUE BONDS BY THE ECONOMIC DEVELOPMENT AND FINANCE ALLIANCE OF TUSCARAWAS COUNTY, THE PROCEEDS OF WHICH SHALL BE LOANED TO, AND USED BY, ASHLAND UNIVERSITY TO FINANCE AND REFINANCE VARIOUS CAPITAL IMPROVEMENTS, AND DECLARING AN EMERGENCY.

WHEREAS, the Economic Development and Finance Alliance of Tuscarawas County f/k/a the Tuscarawas County Port Authority, Ohio (the "Issuer"), by virtue of the laws of the State of Ohio, including Section 4582.21, *et seq.*, of the *Ohio Revised Code* (the "Act"), acting by and through its Board of Directors (the "Board"), is authorized (i) to acquire, construct, equip, furnish and otherwise improve "port authority facilities," as defined in the Act; (ii) to issue its revenue bonds for the purpose of paying the "costs," as defined in the Act, of port authority facilities; (iii) to enter into a loan agreement and require the payment of amounts thereunder constituting "revenues," as defined in the Act, sufficient to pay the principal of and interest and any premium on those revenue bonds; (iv) to secure those revenue bonds by a trust indenture and pledge of those revenues; and (v) to execute and deliver a Contracting Political Subdivisions Agreement as hereinafter identified; and

WHEREAS, Ashland University, an Ohio nonprofit corporation (the "University") has requested the Issuer to authorize the issuance by the Issuer of revenue bonds in an aggregate principal amount not to exceed \$70,000,000 (the "Bonds"), in one or more series, the proceeds of such Bonds to be loaned by the Issuer to the University pursuant to a Loan Agreement between the Issuer and the University, for the purpose of, together with other available moneys (but not moneys of the City of Ashland, Ohio (the "City") or the Issuer), financing and/or refinancing various capital improvements as more fully described in the Contracting Political Subdivisions Agreement, as defined herein (the "Project"), funding a debt service reserve fund for the Bonds, paying interest on the Bonds and paying costs of issuance of the Bonds; and

WHEREAS, because the University is not situated within the immediate jurisdiction of the Issuer, as prerequisites to issuing the Bonds, it is necessary to: (i) obtain "host approval" pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury Regulations thereunder from a local political subdivision and (ii) to contract with a local political subdivision in order to provide joint cooperation with another governmental unit in accomplishing the "Authorized Purposes" defined in the Act (the "Contracting Political Subdivisions Agreement"); and

WHEREAS, on April 7, 2015 a notice of public hearing was published in the *Times-Gazette*, setting forth a general, functional description of the type and use of the facilities to be financed and refinanced, the maximum principal amount of the Bonds, the initial owner, operator or manager of the facilities and the location of the facilities, among other things; and

WHEREAS, this City Council has conducted a public hearing on the date hereof regarding the issuance by the Issuer of the Bonds and the Project to be financed and refinanced thereby; and

WHEREAS, the City desires to assist in facilitating the issuance of the Bonds by providing "host approval" (as provided for in the Code) and by entering into a Contracting Political Subdivisions Agreement with the Issuer in compliance with the provisions of the Act;

NOW THEREFORE, BE IT ORDAINED by the City Council of the City of Ashland, Ohio:

SECTION 1. That this City Council, as an applicable elected representative for purposes of Section 147(f) of the Code, hereby approves the issuance by the Issuer of the Bonds for the limited purpose of providing "host approval" as required under Section 147(f) of the Code and accompanying Treasury Regulations. This City Council further authorizes the Mayor of the City or the President of this City Council to execute a certificate in compliance with Section 147(f) of the Code and accompanying Treasury Regulations, if so requested.

SECTION 2. That the Mayor or the President of this City Council are hereby authorized to negotiate the terms of a Contracting Political Subdivisions Agreement with the Issuer in order to facilitate compliance with the Act, enabling the Issuer to issue the Bonds.

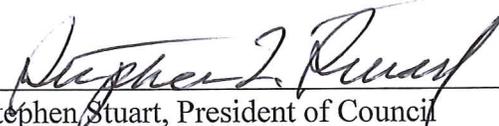
SECTION 3. That the Mayor or the President of City Council be and they hereby are authorized to execute and deliver on behalf of the City such certificates, documents and instruments in connection with the transaction described herein as may be required, necessary or appropriate. Such documents, including the Contracting Political Subdivisions Agreement, shall be subject to such changes, insertions and omissions as may be approved by the City's Director of Law, which approval shall be conclusively evidenced by the execution thereof by the proper officer or officers of this City.

SECTION 4. It is found and determined that all formal actions of this City Council concerning and relating to the passage of this ordinance were taken in an open meeting of this City Council, and that all deliberations of this City 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 and the rules of this City Council in accordance therewith.

SECTION 5. This ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the City, and for the further reason that this ordinance is required to be immediately effective in order to expeditiously facilitate certain federal and state law compliance measures for the purpose of facilitating the issuance of the Bonds through the Issuer, which Bonds are necessary to provide interest cost

savings to the University; wherefore, this ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

Passed: April 21, 2015



Stephen L. Stuart, President of Council

Attest: 

Elizabeth A. McClurg,
Interim Clerk of Council

Approved: 

Glen P. Stewart, Mayor

Approved as to form and correctness:

Dated: April 21, 2015



Richard P. Wolfe, II,
Director of Law

CERTIFICATE

The undersigned, Interim Clerk of the City Council of the City of Ashland, Ohio does hereby certify that the foregoing is a true and correct copy of an ordinance adopted by such City Council on April 21, 2015.



Elizabeth A. McClurg, Interim Clerk of
Council

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EXTRACT FROM MINUTES OF MEETING

The Council of the City of Ashland, Ohio, met in regular session, on the 21st day of April, 2015, in the Council Chambers, with the following members present:

There was presented and read to Council Ordinance No. 28-15, entitled:

ORDINANCE AUTHORIZING THE CITY OF ASHLAND, OHIO TO EXECUTE AND DELIVER A CONTRACTING POLITICAL SUBDIVISIONS AGREEMENT IN CONNECTION WITH THE ISSUANCE OF REVENUE BONDS BY THE ECONOMIC DEVELOPMENT AND FINANCE ALLIANCE OF TUSCARAWAS COUNTY, THE PROCEEDS OF WHICH SHALL BE LOANED TO, AND USED BY, ASHLAND UNIVERSITY TO FINANCE AND REFINANCE VARIOUS CAPITAL IMPROVEMENTS, AND DECLARING AN EMERGENCY.

Stephen L. Stuart moved to suspend the rule requiring each ordinance or resolution to be read on three different days. Duane R. Fishpaw seconded the motion and, the roll being called upon the question, the vote resulted as follows:

Duane R. Fishpaw then moved that Ordinance No. 28-15 be passed. Robert M. Valentine seconded the motion and, the roll being called upon the question, the vote resulted as follows:

The ordinance was declared passed April 21, 2015.

CERTIFICATE

The undersigned, Interim Clerk of Council of the City, hereby certifies that the foregoing is a true and correct extract from the minutes of a meeting of the council of the City, held on the 21st day of April, 2015, to the extent pertinent to consideration and adoption of the above-entitled legislation.



Elizabeth A. McClurg, Interim Clerk of Council