



**CITY OF BROADVIEW HEIGHTS
ORDINANCE NO. 15-2025**

INTRODUCED BY: MAYOR ALAI AND THE ENTIRE COUNCIL

**AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF NOTES IN A
MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$2,000,000, IN
ANTICIPATION OF THE ISSUANCE OF BONDS, TO PROVIDE FUNDS TO PAY
COSTS OF IMPROVING AND EXTENDING TREEWORTH BOULEVARD BY
CONSTRUCTING A ROADWAY WITH CONCRETE PAVEMENT AND
AGGREGATE PAVEMENT BASE, INSTALLING UTILITY INFRASTRUCTURE
INCLUDING SANITARY SEWERS, WATERMAINS, AND STORM SEWERS, IN
EACH CASE TOGETHER WITH THE NECESSARY APPURTENANCES AND
WORK INCIDENTAL THERETO; AND DECLARING AN EMERGENCY**

WHEREAS, the Director of Finance, as fiscal officer of this City, has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 1 is at least five years, the estimated maximum maturity of the Bonds described in Section 1 is at least twenty years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is two hundred forty months;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF BROADVIEW HEIGHTS, CUYAHOGA COUNTY AND STATE OF OHIO, THAT:

Section 1. It is necessary to issue bonds of this City in a maximum aggregate principal amount of \$2,000,000 (the Bonds) to provide funds to pay costs of improving and extending Treeworth Boulevard by constructing a roadway with concrete pavement and aggregate pavement base, installing utility infrastructure including sanitary sewers, watermains, and storm sewers, in each case together with the necessary appurtenances and work incidental thereto.

Section 2. The Bonds shall be dated approximately September 1, 2026, shall bear interest at the now estimated rate of 6% per year, payable semi annually until the principal amount is paid, and are estimated to mature in twenty annual principal installments that are substantially equal. The first installment of principal of the Bonds is estimated to be payable on December 1, 2026, and the first installment of interest on the Bonds is estimated to be payable on December 1, 2026.

Section 3. It is necessary to issue and this Council determines that notes in a maximum aggregate principal amount of \$2,000,000 (the Notes) shall be issued in anticipation of the issuance of the Bonds. The Notes shall be dated the date of their issuance, and shall mature one year from the date of their issuance; provided that the Director of Finance may, if he determines

it to be necessary or advisable in connection with the sale of the Notes, establish a maturity date that is up to one hundred days earlier than one year from the date of their issuance by setting forth that maturity date in the certificate awarding the Notes in accordance with Section 6 of this ordinance (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 5.5% per year (computed on the basis of a 360-day year consisting of twelve 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. Subject to the limitations set forth herein, the aggregate principal amount of the Notes issued and the rate of interest on the Notes shall be determined by the Director of Finance in the Certificate of Award.

Section 4. The debt charges on the Notes shall be payable in lawful money of the United States of America, or in Federal Reserve funds of the United States of America if so requested by the original purchaser, and shall be payable, without deduction for services of the City's paying agent, at the principal corporate trust office of Argent Institutional Trust Company, Cincinnati, Ohio, or at the designated office of a bank or trust company requested by the original purchaser of the Notes, provided that such request shall be approved by the Director of Finance after determining that the payment at that bank or trust company will not endanger the funds or securities of the City and that proper procedures and safeguards are available for that purpose. The Director of Finance is authorized to enter into any agreements determined necessary in connection with obtaining the services of a paying agent for the Notes, after determining that the signing thereof will not endanger the funds or securities of the City.

Section 5. The Notes shall be signed by the Mayor and Director of Finance, in the name of the City and in their official capacities, provided that one of those signatures may be a facsimile. Subject to the provisions of this Section and Section 6 of this ordinance, the Notes shall be issued in the denominations and numbers as requested by the original purchaser and approved by the Director of Finance, provided that no Note shall be issued in a denomination less than \$100,000 or be exchangeable for other Notes in denominations less than \$100,000; and provided further that the entire principal amount may be represented by a single note. The Notes may be issued as fully registered securities (for which the Director of Finance will serve as note registrar) and in book entry or other uncertificated form in accordance with Section 9.96 and Chapter 133 of the Revised Code, with a single physical note certificate representing the entire issue (or the consolidated issue into which it is combined with one or more other note issues of the City in accordance with Section 6 of this ordinance), if it is determined by the Director of Finance that issuance of fully registered securities in that form will facilitate the sale and delivery of the Notes. The Notes shall not have coupons attached, shall be numbered as determined by the Director of Finance and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to the provisions of Chapter 133 of the Revised Code and this ordinance.

As used in this Section and this ordinance:

“Book entry form” or “book entry system” means a form or system under which (i) the ownership of beneficial interests in the Notes and the principal of, and interest on, the Notes (book entry interests) may be transferred only through a book entry, and (ii) a single physical Note certificate is issued by the City and payable only to a Depository or its nominee, with such Notes deposited with and maintained in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the City is the record that identifies the owners of book entry interests in the Notes and that principal and interest.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in the Notes or the principal of, and interest on, the Notes and to effect transfers of the Notes, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

The Notes may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Notes may be issued in the form of a single Note made payable to the Depository or its nominee and deposited with and maintained in the custody of the Depository or its agent for that purpose; (ii) the owners of book entry interests shall have no right to receive the Notes in the form of physical securities or certificates; (iii) ownership of book entry interests shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the City.

If any Depository determines not to continue to act as a Depository for the Notes for use in a book entry system, the Director of Finance may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Director of Finance does not or is unable to do so, the Director of Finance, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Notes from the Depository, and shall cause the Notes in bearer or payable form to be signed by the officers authorized to sign the Notes and delivered 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 City action or inaction, of those persons requesting such issuance.

The Director of Finance is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry

system for the Notes, after determining that the signing thereof will not endanger the funds or securities of the City.

Section 6. The Notes shall be sold by the Director of Finance at private sale at a purchase price not less than par plus any accrued interest, in accordance with law and the provisions of this ordinance. In accordance with his determination of the best interest of the City and the amount required for the purpose set forth in Section 1, and based on conditions then existing in the financial markets, the Director of Finance shall sign the Certificate of Award referred to in Section 3 to establish and specify the aggregate principal amount of the Notes to be issued, the interest rate the Notes are to bear, the final purchase price of the Notes and certain other final terms of the Notes in accordance with the provisions of this ordinance and to evidence the sale of the Notes to the original purchaser. Thereafter, the Director of Finance shall cause the Notes to be prepared, and have the Notes signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Notes if requested by the original purchaser, to the original purchaser upon payment of the purchase price. The Director of Finance is authorized, if he determines it to be in the best interest of the City, to combine the issue of the Notes with one or more other issues of unvoted general obligation bond anticipation notes of the City into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code, in which case a single Certificate of Award may be utilized for the consolidated note issue if appropriate and consistent with the terms of this ordinance.

The Mayor, the Director of Finance, the Clerk of Council, the Director of Law and other City officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this ordinance.

If requested by the original purchaser, the Mayor and the Director of Finance are authorized to sign and deliver, in the name and on behalf of the City and in their official capacities, a Note Purchase Agreement between the City and the original purchaser, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Notes or the consolidated issue of which they are a part to, and the purchase of the Notes or the consolidated issue of which they are a part by, the original purchaser. That Note Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this ordinance or the Certificate of Award and not substantially adverse to the City and that are approved by the Mayor, the Director of Finance and the Director of Law on behalf of the City, all of which shall be conclusively evidenced by the signing of the Note Purchase Agreement or amendments to that Agreement.

Section 7. The proceeds from the sale of the Notes, except any premium and accrued interest, shall be paid into the proper fund or funds of this City, and those proceeds are appropriated and shall be used for the purpose for which the Notes are being issued. The expenditure of those proceeds for that purpose, including, without limitation, for financing costs

as defined in Section 133.01 of the Revised Code, is hereby authorized and approved. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

Section 8. The par value to be received from the sale of the Bonds or of any renewal notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used to pay the debt charges on the Notes at maturity and are pledged for that purpose.

Section 9. During the year or years in which the Notes are outstanding, there shall be levied on all the taxable property in the City, in addition to all other taxes, the same tax that would have been levied if the Bonds had been issued without the prior issuance of the Notes. The tax shall be within the ten mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Notes or the Bonds when and as the same fall due. In each year to the extent the net revenues from any related tax increment financing service payments in lieu of taxes are available for the payment of the debt charges on the Notes or the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of such net revenues so available and appropriated.

Section 10. The City covenants that it will use, and will restrict the use and investment of, the proceeds of the Notes in such manner and to such extent as may be necessary so that (a) the Notes will not (i) constitute private activity bonds or arbitrage bonds under Section 141 or 148 of the Internal Revenue Code of 1986, as amended (the Code) or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Notes will not be an item of tax preference under Section 57 of the Code.

The City further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Notes to be and remain excluded from gross income for federal income tax purposes, and (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, (i) apply the proceeds of the Notes to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) 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.

The Notes are hereby designated as “qualified tax exempt obligations” for purposes of Section 265(b)(3) of the Code. In that connection, the City hereby represents and covenants that it, together with all its subordinate entities or entities that issue obligations on its behalf, or on behalf of which the City issues obligations, in or during the calendar year in which the Notes are issued, (i) has not issued and will not issue tax exempt obligations designated as “qualified tax exempt obligations” for purposes of Section 265(b)(3) of the Code, including the Notes, in an aggregate amount in excess of \$10,000,000, and (ii) has not issued, does not reasonably anticipate issuing, and will not issue tax exempt obligations (including the Notes, but excluding obligations, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code, that are private activity bonds as defined in Section 141 of the Code and excluding refunding obligations that are not advance refunding obligations as defined in Section 149(d)(5) of the Code) in an aggregate amount exceeding \$10,000,000, unless the City first obtains a written opinion of nationally recognized bond counsel that such designation or issuance, as applicable, will not adversely affect the status of the Notes as “qualified tax exempt obligations”. Further, the City represents and covenants that, during any time or in any manner as might affect the status of the Notes as “qualified tax exempt obligations”, it has not formed or participated in the formation of, or benefited from or availed itself of, any entity in order to avoid the purposes of subparagraph (C) or (D) of Section 265(b)(3) of the Code, and will not form, participate in the formation of, or benefit from or avail itself of, any such entity. The City further represents that the Notes are not being issued as part of a direct or indirect composite issue that combines issues or lots of tax exempt obligations of different issuers.

The Director of Finance, as the fiscal officer, or any other officer of the City having responsibility for issuance of the Notes 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 Notes as the City is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Notes 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 Notes, and (c) to give one or more appropriate certificates of the City, for inclusion in the transcript of proceedings for the Notes, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Notes, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Notes.

Section 11. If in his judgment it is appropriate, the Director of Finance is authorized to request a rating on the Notes from Moody's Investors Service, Inc., S&P Global Ratings or Fitch IBCA, or two or all of those rating agencies, as he determines is in the best interest of the City.

If in his judgment it would be advantageous to the City to retain the services of a municipal advisor or other financial consultant to provide financial advice and otherwise assist the City in connection with the original issuance of the Notes, the Director of Finance is authorized to solicit and receive formal or informal proposals for the services of such an advisor or consultant from qualified organizations and to retain the organization submitting the best proposal to provide the services.

The expenditure of the amounts necessary to secure any such ratings, as well as to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Notes, except to the extent paid by the original purchaser in accordance with a note purchase agreement, is hereby authorized and approved and the amounts necessary to pay those costs are hereby appropriated from the available proceeds of the Notes and otherwise from the General Fund or an improvement fund.

Section 12. The Clerk of Council is directed to deliver to the County Fiscal Officer (i) a certified copy of this ordinance and (ii) a signed copy of the Certificate of Award, as soon as each is available.

Section 13. The legal services of the law firm of Squire Patton Boggs (US) LLP be and are hereby retained. Those legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the authorization, sale and issuance of the Notes and rendering at delivery a related legal opinion, all as set forth in the form of the engagement letter dated as of September 3, 2025, now on file in the office of the Clerk of Council. In providing those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of this City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, any county or municipal corporation or of this City, or the execution of public trusts. For those legal services that firm shall be paid just and reasonable compensation and shall be reimbursed for actual out-of-pocket expenses incurred in providing those legal services. The Director of Law is authorized and directed to sign and deliver the engagement letter, and the Director of Finance is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

Section 14. The services of MAS Financial Advisory Services LLC, as municipal advisor, be and are hereby retained. The municipal advisory services shall be in the nature of financial advice and recommendations in connection with the issuance and sale of the Notes. In rendering those municipal advisory services, as an independent contractor, that firm shall not exercise any

administrative discretion on behalf of the City in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the City or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those municipal advisory services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those municipal advisory services. The Director of Finance is authorized to provide for the payment of those fees and any reimbursements from the proceeds of the Notes to the extent available and otherwise is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

Section 15. This Council 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 Notes in order to make them legal, valid and binding general obligations of the City of Broadview Heights have been performed and have been met, or will at the time of delivery of the Notes have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 9) of the City are pledged for the timely payment of the debt charges on the Notes; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Notes.

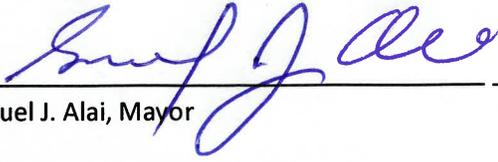
Section 16. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the passage of this ordinance were taken, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

Section 17. 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 issue and sell the Notes, which is necessary to enable the City to timely enter into and carry out its obligations under contracts for the improvements described in Section 1 which are urgently needed to eliminate potential hazards to vehicular and pedestrian traffic; wherefore, this ordinance, provided it receives the affirmative vote of five (5) members of this Council and the signature of the Mayor, shall become effective immediately; otherwise it shall be in full force from and after the earliest time permitted by law.

Passed and Adopted by the Council on this 15th day of September, 2025



Robert Boldt, President of Council



Samuel J. Alai, Mayor

September 15, 2025

Date



Attest: Robin Parsons, Clerk of Council

September 15, 2025

Date