

WHEREAS, this City Council desires to establish a defeasance escrow in order to apply the Sale Proceeds towards the redemption and partial defeasance of the Series 2011 Bonds, which is a permissible remedial action under the Code; and

NOW, THEREFORE, BE IT ORDAINED by the City Council ("City Council") of City of Mt. Healthy, Hamilton County, Ohio:

SECTION 1. That the establishment of a defeasance escrow for the purpose of applying the Sale Proceeds towards the redemption and partial defeasance of a portion of the Series 2011 Bonds is an acceptable use of such Sale Proceeds under the Code, and this City Council hereby authorizes the City Manager and the Finance Director to take the necessary steps to proceed with the establishment of a defeasance escrow for the aforesaid purposes, including (not by way of limitation) the engagement of bond counsel, an escrow trustee, and a verification agent in order to provide for the proper sizing and structuring of such an escrow so that the resulting escrow securities are invested and mature in a manner that coincide with the principal and interest payments on the portion of the Series 2011 Bonds to be redeemed and defeased; and provided further, that the yield on such escrow or escrows is a permissible yield under the applicable provisions of the Code.

The City Manager and the Finance Director, independently or in conjunction with one another, are hereby authorized to execute those agreements and certificates deemed necessary by bond counsel to effectuate the redemption and partial defeasance of a portion of the Series 2011 Bonds, and to take such other necessary actions in order to comply with the legal requirements of the Code, as well as the Ohio Revised Code, and any other applicable state or federal rule, regulation, I.R.S. rulings/letters/memoranda and/or legal precedent, in order to effectively and efficiently defease tax-exempt bonds.

SECTION 2. That Peck, Shaffer & Williams, a Division of Dinsmore & Shohl LLP and the appointed verification agent are hereby authorized to apply for state and local government securities from the Bureau of Public Debt on behalf of the City in order to effectuate the partial redemption and defeasance of the Series 2011 Bonds. In addition, in the event that it is economically advantageous to purchase open-market securities in order to effectuate the partial redemption and defeasance of the Series 2011 Bonds, the City Manager and/or the Finance Director are hereby authorized to contract with an entity qualified to purchase open-market securities for such purpose.

SECTION 3. That this City Council hereby finds and determines that all formal actions relative 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 its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

SECTION 4. That the Clerk of this City Council is hereby directed to forward a copy of this Ordinance to the County Auditor of the County.

SECTION 5. That this Ordinance is hereby declared to be an emergency measure necessary for the preservation of the public peace, health, and safety of the Issuer, and for the other reason that this Ordinance is required to be immediately effective in order to provide for the prompt purchase of defeasance obligations in order to provide for the redemption and partial defeasance of the Series 2011 in accordance with state and federal law, and provided that this Ordinance will take effect and be in force at the earliest period allowed by law.

Passed this 16 day of September, 2014.

Ross Butts
President of Council

Attest: Melanie M
Clerk of Council

Approved this 16 day of September, 2014.

Joseph J. Battaglia
Mayor

Approved as to form:

Stephen A. Wolf
Law Director