



Regular Council Meeting

Tuesday, October 18, 2022 at 7:00 pm

1. Call to Order
2. Pledge of Allegiance
3. Moment of Silence
4. Roll Call
5. Comments Related to Agenda Items
6. Mayor's Report
7. Council Comments
8. Legislation

- a. Ordinance 2022-9 Smith & Oby MOU

Attachments:

- **Ordinance 2022-9 Smith & Oby MOU** (Ordinance_2022-9_Smoth__Oby_MOU.docx)

- b. Ordinance 2022-10 Notes-Refunding

Attachments:

- **Ordinance 2022-10 Notes-Refunding** (Ordinance_2022-10_Notes_-_Refunding.docx)

- c. Resolution 2022-26 Municipal Bridge Inspection Program

Attachments:

- **Resolution 2022-26 Municipal Bridge Inspection Program** (Resolution_2022-26_Municipal_Bridge_Inspection_Services.docx)

9. Old and New Business
10. Motion to Enter Into Executive Session to Discuss Personnel-Dispatch Department, Police Department, Clerk of Court and Fiscal Officer Position
11. Motion to Reconvene From Executive Session
12. Adjournment

VILLAGE OF WALTON HILLS OHIO

ORDINANCE NO. 2022-9

INTRODUCED BY:

AUTHORIZING THE EXECUTION OF A MEMORANDUM OF UNDERSTANDING WITH RESPECT TO PROPERTY LOCATED AT 7676 NORTHFIELD ROAD IN THE VILLAGE OF WALTON HILLS; AUTHORIZING AN AFFIDAVIT OF FACTS RELATED TO TITLE FOR SUCH PROPERTY; AUTHORIZING AN AMENDMENT TO THE COMMUNITY REINVESTMENT AREA AGREEMENT FOR SUCH PROPERTY; AND CONSENTING TO AN ASSIGNMENT OF THE COMMUNITY REINVESTMENT AREA AGREEMENT, AS AMENDED, FOR SUCH PROPERTY

WHEREAS, the Village of Walton Hills, Ohio (the “Village”) has encouraged the development of real property and economic development in areas designated as community reinvestment areas; and

WHEREAS, Ordinance No. 2011-20, adopted by the Council on October 18, 2011, and as thereafter amended by Ordinance No. 2012-21, adopted by the Council on October 16, 2012, and as thereafter amended by Ordinance No. 2016-2, adopted by the Council on January 19, 2016, and as thereafter amended by Ordinance No. 2016-5, adopted by the Council on March 15, 2016 (collectively the “CRA Ordinance”), designated certain real property within the Village as the “Village of Walton Hills Community Reinvestment Area” (the “CRA”) and declared the remodeling of existing structures and the construction of new structures within the CRA to be a public purpose for which real property tax exemptions may be granted; and

WHEREAS, the Walton Hills Land Reutilization Program transferred, by limited warranty deed, certain real property located in the Village, known as Parcel Number 794-27-005, as more particularly described in **Exhibit A** (the “Project Site”), attached hereto and incorporated herein by reference, to the Smith and Oby Company (the “Company”); and,

WHEREAS, pursuant to the terms of a Purchase and Sale Agreement by and between the Village and the Company, dated June 29, 2021, the Village holds a Right of Reversion (as defined in the Purchase and Sale Agreement) in the Project Site under the terms of that limited warranty deed dated as of September 21, 2021, and recorded on September 24, 2021, as Instrument No. 202109240512 in the Cuyahoga County, Ohio Fiscal Officer’s office; and

WHEREAS, in or around August 12, 2022, the Company conveyed the Project Site to Trio Fund I Walton Charleston LLC (“Trio”) and Trio, as landlord, and the Company, as tenant, entered into a certain lease agreement wherein the Company will lease and conduct its business operations at the Project Site; and

WHEREAS, the Village, the Company and Trio (the “Parties”) desire to execute a Memorandum of Understanding, modifying the Village’s Right of Reversion, attached hereto as **Exhibit B**, incorporated by reference; and

WHEREAS, the Parties wish to file and record an Affidavit of Facts Related to Title, attached hereto as **Exhibit C**, incorporated by reference, pursuant to Ohio Revised Code Section 5301.252 in the land records of the Cuyahoga County Fiscal Office; and

WHEREAS, Trio has acquired the Project Site, and the Company will lease the Project Site from Trio and conduct its business operations within the Village and the CRA, and the Company has proposed the development of a portion of the Project Site, totaling approximately 6,000 square feet (collectively, the “Project”), to accommodate the Company’s expanded office and warehouse operations, which Project is to support the Company’s existing operations located on immediately adjacent land; and

WHEREAS, in connection with the Project, the Company and the Village have previously entered into entered into a Community Reinvestment Area Agreement, dated October 26, 2021 (the “Original CRA Agreement”), providing for a 15-year, 49% CRA tax abatement on the increase in assessed value of the improvements constructed on the Project Site resulting from the Project; and

WHEREAS, the Company desires to amend certain terms of the Original CRA Agreement (the “Amended CRA Agreement”), attached hereto as **Exhibit D**, as well as assign its rights, title and interest as Owner under the Original CRA Agreement to Trio, whereby Trio will assume the rights and responsibilities as Owner under the Original CRA Agreement, incorporated by reference, and the Company will continue to generate the employee positions on the Project Site;

NOW, THEREFORE, BE IT ORDAINED by the Council of the Village of Walton Hills, County of Cuyahoga, State of Ohio, that:

Section 1. This Council hereby determines that the amendments and modifications to the Original CRA Agreement are reasonable and necessary to carry out the original intent of this Council.

Section 2. This Council hereby determines that (i) the proposed amendments and modifications to the Purchase and Sale Agreement, (ii) the proposed terms of the Memorandum of Understanding, and (iii) the proposed terms of the Affidavit of Facts Related to Title, all are reasonable and necessary to carry out the intent of redevelopment of the Project Site, and consistent with the original intent of the Purchase and Sale Agreement.

Section 3. This Council hereby approves the Memorandum of Understanding between the Parties, modifying and amending the Purchase and Sale Agreement as described in

the Memorandum of Understanding. The Mayor is hereby authorized to execute, deliver and perform the Memorandum of Understanding, with such changes as are consistent with this Ordinance and not materially adverse to the Village, both of which shall be conclusively evidenced by the Signature of the Mayor on the Memorandum of Understanding. Except as otherwise expressly amended by the terms of the Memorandum of Understanding, the Purchase and Sale Agreement remains unmodified and in full force and effect.

Section 4. This Council hereby approves the Affidavit of Facts Related to Title. The Mayor is hereby authorized to execute, deliver and perform the Affidavit of Facts Related to Title, with such changes as are consistent with this Ordinance and not materially adverse to the Village, both of which shall be conclusively evidenced by the signature of the Mayor on the Affidavit of Facts Related to Title.

Section 5. This Council hereby approves the Amended CRA Agreement and the terms specified therein. The Mayor is hereby authorized to execute, deliver and perform the Amended CRA Agreement, with such changes as are consistent with this Ordinance and not materially adverse to the Village, both of which shall be conclusively evidenced by the signature of the Mayor on the Amended CRA Agreement. As provided in the Original CRA Agreement and Amended CRA Agreement, no exemption shall commence after January 1, 2024 nor extend beyond December 31, 2038. Except as otherwise expressly amended by the terms of the Amended CRA Agreement, the Original CRA Agreement remains unmodified and in full force and effect.

Section 6. This Council hereby consents to the assignment of the Amended CRA Agreement from the Company to Trio and the assumption of the same by Trio as Owner under the terms of the Amended CRA Agreement.

Section 7. The Clerk of this Council shall forward a certified copy of this Ordinance, along with all exhibits to this Ordinance, to the Director of Ohio Development Services Agency within 15 days after the CRA Agreement is entered into, all pursuant to R.C. 3735.671.

Section 8. Pursuant to the Amended CRA Agreement, Trio shall pay to the Village an initial fee of \$750.00 upon execution of this Agreement. On each anniversary of the date of the execution of the Amended CRA Agreement, Trio shall pay to Village an annual fee as provided under Ohio Revised Code Section 3735.671(D), which annual fee shall equal to the greater of (i) 1.00% of the value of the CRA tax exemption to Trio in the previous year, or (ii) \$500; provided, that if the value of the CRA tax exemption exceeds \$250,000 in a year, the annual fee shall not exceed \$2,500 in such year. The Village agrees to use the initial fee and any annual fees paid by the Owner for the purposes specified in Ohio Revised Code Section 3735.671(D), including compliance with Ohio Revised Code Sections 3735.672 and 5709.85.

Section 9. For the reasons set forth in the preamble, this Ordinance shall take effect and be in force from and after the earliest period allowed by law and upon confirmation by the Director of Development for the State of Ohio of the findings in this Ordinance.

Mayor, Village of Walton Hills

Passed: _____

Attest:

Clerk of Council

EXHIBIT A

THE PROJECT SITE

LEGAL DESCRIPTION

0.5670 ACRES

NORTHFIELD ROAD — S.R. 8/ALEXANDER ROAD
VILLAGE OF WALTON HILLS
COUNTY OF CUYAHOGA, OHIO

Situated in the Village of Walton Hills, County of Cuyahoga and State of Ohio and known as being a part of Original Bedford Township, Lot #96 and being a **0.5670 acres (24,699 sq.ft.) Remaining Parcel** of land after a 0.0184 acre Dedicated Parcel split from the 0.5854 acres (Deed) parcel of land as conveyed to the Walton Hills Land Reutilization Program by deed dated February 04, 2016 as recorded in Document #201602040172 (PP #794-27-005) of Cuyahoga County Deed Records and further bounded and described as follows;

Beginning at the intersection of the centerline of Northfield Road — S.R. 8 (75 feet wide) with the centerline of Alexander Road (80 feet wide), said intersection being in the Northerly line of Original Bedford Township Lot #97, all as shown on the "Dedication Plat of Alexander Road Extension" as recorded in Volume 130, Pages 693-695 of Cuyahoga County Map Records and being South 89°42'02" West, a distance of 44.46 feet as measured along said centerline of Alexander Road from a 5/8" iron pin found in a monument box (0.14'S);

Thence **South 00°59'16" East**, along said centerline of Northfield Road, a distance of **39.77 feet** to point;

Thence **South 89°00'44" West**, perpendicular to said centerline of Northfield Road, a distance of **30.00 feet** to the intersection of the Westerly sideline of said Northfield Road with the Southerly sideline of said Alexander Road, said point being the Northeasterly corner of said Dedicated Parcel;

Thence **South 00°59'16" East**, along said Westerly sideline of Northfield Road, a distance of **40.00 feet** to a 5/8" iron pin set (w/yellow cap - "D.F. Sheehy #7849") at the Southerly corner of said Dedication Parcel and the Principle Place of Beginning of the Premises herein intended to be described;

Course 1 Thence continuing **South 00°59'16" East**, along said Westerly sideline of Northfield Road, a distance of **110.00 feet** to a point on a Northerly line of land as conveyed to S&O Facilities, Inc. by deed dated July 18, 2007 as recorded in Document #200707180444 (PP #794-27-001) of Cuyahoga County Deed Records;

Course 2 Thence **South 89°26'02" West**, along said Northerly line of S&O Facilities, Inc.'s land (PP #794-27-001), a distance of **170.00 feet** to an interior corner thereof;

Course 3 Thence **North 00°59'16" West**, along an Easterly line of said S&O Facilities, Inc.'s land (PP #794-27-001), a distance of **150.00 feet** to a point on said Southerly sideline of Alexander Road;

Course 4 Thence **North 89°26'02" East**, along said Southerly sideline of Alexander Road, a distance of **130.00 feet** to a 5/8" iron pin set (w/yellow cap - "D.F. Sheehy #7849") at the Northwesterly corner of said Dedication Parcel;

Course 5 Thence **South 45°46'37" East**, along the Southwesterly line of said Dedication Parcel, a distance of **56.78 feet** to the Principle Place of Beginning and containing **0.5670 acres (24,699 sq.ft.)** of land as calculated and described from Cuyahoga County Records by Donald F. Sheehy, Registered Surveyor #7849 of Chagrin Valley Engineering, Ltd. in January, 2020, be the same, more or less but subject to all legal highways and easements of record;

Basis of Bearing for this legal description is **North 00°59'16" West** as the centerline of Northfield Road — S.R. 8 (75 feet wide) as evidenced by monuments found and is the same as calculated and reproduced from the Ohio State Plane Coordinates System North Zone by ties to the O.D.O.T. VRS Network using Station GARF and are used to indicate angles only.

File: #19364 Remaining Parcel — January 24, 2020 (jaw)

Premises commonly known as: 7620 Northfield Road, Walton Hills, OH 44146
PPN: 794-27-005

EXHIBIT B

MEMORANDUM OF UNDERSTANDING

(See Attached)

EXHIBIT C

AFFIDAVIT OF FACTS RELATED TO TITLE

(See Attached)

EXHIBIT D

AMENDED CRA AGREEMENT

(See Attached)

CERTIFICATE OF ESTIMATED LIFE AND MAXIMUM MATURITY

To: The Village Council of the Village of
Walton Hills, Ohio

The undersigned Fiscal Officer of the Village of Walton Hills, Ohio as the fiscal officer of said Village, hereby certifies as follows:

1. The estimated life of the improvements described as follows (the “Improvements”) exceeds five years:
 - (i) constructing and installing road improvements comprising the Sagamore Road Reconstruction Project, including all necessary appurtenances thereto, (ii) constructing and installing road and traffic signalization improvements comprising the Alexander Road/Northfield Road Improvement Project, including all necessary appurtenances thereto, (iii) constructing and installing road and traffic signalization improvements comprising the Alexander Road/Dunham Road Improvement Project, including all necessary appurtenances thereto, (iv) acquiring, renovating and equipping a building for municipal purposes, (v) constructing and installing road improvements comprising the Dunham Road Reconstruction Project, including all necessary appurtenances thereto and (vi) improving Dunham Road, Walton Road, Egbert Road, Sagamore Road, Alexander Road and other streets located within the Village, between certain termini, by resurfacing and replacing concrete, together with all necessary appurtenances thereto

2. The amounts proposed to be expended for various classes of improvements, and the maximum maturity of notes issued for such purposes, calculated in accordance with Section 133.20, Ohio Revised Code, are as follows:
 - A. Related to the improvements described in (i) and (ii) above; 18 years
 - B. Related to the improvements described in (iii) above; 13 years
 - C. Related to the improvements described in (iv) above; 17 years
 - D. Related to the improvements described in (v) above; 20 years

3. The weighted average of said maturities is 16 years, therefore the maximum maturity of a single issue of bonds proposed to be issued to pay the cost of such permanent improvements, calculated in accordance with Section 133.20, Ohio Revised Code, is 14 years, provided that if notes are issued in anticipation of the issuance of such bonds, the maximum maturity of such notes are as follows:
 - A. Related to the improvements described in (i) and (ii) above, December 1, 2035
 - B. Related to the improvements described in (iii) above, December 1, 2029
 - C. Related to the improvements described in (iv) above, November 29, 2036
 - D. Related to the improvements described in (v) above, November 18, 2040
 - E. Related to the improvements described in (vi) above, November 17, 2041

Dated: October 18, 2022

Fiscal Officer
Village of Walton Hills, Ohio

VILLAGE OF WALTON HILLS, OHIO

ORDINANCE NO. 2022-10

INTRODUCED BY COUNCILPERSON

AUTHORIZING THE ISSUANCE OF NOTES IN THE AMOUNT OF NOT TO EXCEED \$2,000,000 IN ANTICIPATION OF THE ISSUANCE OF BONDS FOR THE PURPOSE OF (I) CONSTRUCTING AND INSTALLING ROAD IMPROVEMENTS COMPRISING THE SAGAMORE ROAD RECONSTRUCTION PROJECT, INCLUDING ALL NECESSARY APPURTENANCES THERETO, (II) CONSTRUCTING AND INSTALLING ROAD AND TRAFFIC SIGNALIZATION IMPROVEMENTS COMPRISING THE ALEXANDER ROAD/NORTHFIELD ROAD IMPROVEMENT PROJECT, INCLUDING ALL NECESSARY APPURTENANCES THERETO, (III) CONSTRUCTING AND INSTALLING ROAD AND TRAFFIC SIGNALIZATION IMPROVEMENTS COMPRISING THE ALEXANDER ROAD/DUNHAM ROAD IMPROVEMENT PROJECT, INCLUDING ALL NECESSARY APPURTENANCES THERETO AND (IV) ACQUIRING, RENOVATING AND EQUIPPING A BUILDING FOR MUNICIPAL PURPOSES, AND RETIRING NOTES PREVIOUSLY ISSUED FOR SUCH PURPOSE, INCLUDING ALL NECESSARY APPURTENANCES THERETO, (V) CONSTRUCTING AND INSTALLING ROAD IMPROVEMENTS COMPRISING THE DUNHAM ROAD RECONSTRUCTION PROJECT, INCLUDING ALL NECESSARY APPURTENANCES AND (VI) IMPROVING DUNHAM ROAD, WALTON ROAD, EGBERT ROAD, SAGAMORE ROAD, ALEXANDER ROAD AND OTHER STREETS LOCATED WITHIN THE VILLAGE, BETWEEN CERTAIN TERMINI, BY RESURFACING AND REPLACING CONCRETE, TOGETHER WITH ALL NECESSARY APPURTENANCES THERETO; APPROVING RELATED MATTERS; AND DECLARING AN EMERGENCY

WHEREAS, the Village Council (the “Council”) of the Village of Walton Hills, Ohio (the “Village”) has issued notes dated November 17, 2021, in the aggregate principal amount of \$2,140,000, which will mature November 17, 2022 (the “Outstanding Notes”), in anticipation of the issuance of bonds described herein; and

WHEREAS, it appears advisable in lieu of issuing bonds at this time to issue new notes in anticipation of the issuance of bonds, and to retire all, or a portion of, the Outstanding Notes; and

WHEREAS, the Fiscal Officer (the “Fiscal Officer”) of the Village has certified to this Council that the estimated life of the improvement stated in the title of this ordinance (the “Project”), which is to be financed with the proceeds of bonds and notes hereinafter referred to exceeds five years, the maximum maturity of bonds being 16 years and notes being 14 years;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE VILLAGE OF WALTON HILLS, OHIO:

SECTION 1. Issuance of Bonds. It is hereby declared necessary to issue bonds (the “Bonds”) of the Village in the principal sum of not to exceed \$2,000,000, for the purpose of paying the cost of the Project.

SECTION 2. Terms of the Bonds. The Bonds shall be dated prior to the maturity date of the Notes (as defined herein below), shall bear interest at the maximum average annual interest rate presently estimated to be 5.00% per annum, payable semiannually until the principal sum is paid, and shall mature in 16 annual installments.

SECTION 3. Issuance of Bond Anticipation Notes. It is necessary to issue, and this Council hereby determines that there shall be issued, notes in anticipation of the issuance of the Bonds.

SECTION 4. Combining Notes for Purposes of Issuance and Sale. It is hereby determined, that for the purposes of issuance and sale, it may be in the best interest of the Village to combine the Notes with other limited tax general obligations notes of the Village authorized by separate ordinance of this Council. The Notes and such other notes shall be jointly referred to herein as the “Combined Notes.” As used in this Ordinance, the term “Notes” shall also mean the Combined Notes, where appropriate. The Combined Notes shall be designated “Village of Walton Hills, Ohio Various Purpose Improvement Notes, Series 2022,” or as otherwise determined by the Fiscal Officer.

SECTION 5. Terms of the Notes; Certificate of Fiscal Officer Relating to Terms of Notes. Such anticipatory notes (the “Notes”) shall be in the amount of not to exceed \$2,000,000, which sum does not exceed the amount of the Bonds. The Notes shall be dated the date established by the Fiscal Officer and certified to this Council and shall mature on such date as shall be determined by the Fiscal Officer and certified to this Council, provided that such date shall not be later than one year after the date of issuance of the Notes. The Notes shall be issued as fully registered notes in book-entry form in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof. Coupons shall not be attached to the Notes. The Notes shall be sold in a transaction exempt from the requirements of Rule 15c2-12 of the United States Securities and Exchange Commission.

The Fiscal Officer is authorized and directed to execute a Certificate of Fiscal Officer Relating to Terms of Notes (the “Certificate of Fiscal Officer”) setting forth the final terms of the Notes, consistent with the requirements of this Ordinance, and to present the same to this Council after closing.

SECTION 6. General Obligation Pledge. The Notes shall be the full general obligation of the Village, and the full faith, credit and revenue of the Village are hereby pledged for the prompt payment of the same. The par value to be received from the sale of the Bonds and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used only for the retirement of the Notes at maturity and are hereby pledged for such purpose.

SECTION 7. Debt Service Levy. There shall be and is hereby levied annually on all the taxable property in the Village, in addition to all other taxes and inside the ten mill limitation, a direct tax (the “Debt Service Levy”) for each year during which any of the Notes are outstanding, in an amount not less than that which would have been levied if the Bonds had been issued without the prior issuance of the Notes, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Notes as and when the same falls due and to provide a fund for the repayment of the principal of the Notes at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is 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 Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payments of the premium, if any, and interest on and principal of the Notes and Bonds when and as the same falls due. Notwithstanding the foregoing, if the Village determines that funds will be available from other sources for the payment of the Notes and Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the Village shall appropriate such funds to the payment of the Notes and Bonds in accordance with law.

SECTION 8. Sale of the Notes. The Notes shall bear interest, based on a 360-day year of twelve 30-day months, payable at maturity, at such rate per annum as shall be determined by the Fiscal Officer and certified to this Council, provided that such rate shall not exceed 6.00% per annum. The Notes shall be, and hereby are, awarded and sold at private sale to Stifel, Nicolaus & Company, Incorporated, Cleveland, Ohio (the “Original Purchaser”), at the purchase price set forth in the Certificate of Fiscal Officer.

The Fiscal Officer is hereby authorized and directed to deliver the Notes, when executed, to the Original Purchaser upon payment of the purchase price and accrued interest, if any, to the date of delivery. The proceeds of such sale, except any accrued interest or premium thereon, shall be deposited in the Treasury of the Village and used for the purpose aforesaid and for no other purpose. Any accrued interest received from the sale of the Notes shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Notes, or other obligations of the Village, as permitted by law. Any premium received from the sale of the Notes may be used to pay the financing costs of the Notes within the meaning of Ohio Revised Code Section 133.01(K) or be deposited into the bond retirement fund in the manner provided by law.

SECTION 9. Form and Execution of Notes; Payment of Notes. The Notes shall be executed by the Fiscal Officer and the Mayor, provided that any and all of such signatures may be a facsimile, electronic or digital signature shall be designated “Village of Walton Hills, Ohio Various Purpose Notes, Series 2022,” or as otherwise determined by the Fiscal Officer, and shall be payable as to both principal and interest at the office of Note Registrar (as defined hereinbelow). The Notes shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Ordinance.

The principal of and interest on the Notes shall be payable in lawful money of the United States of America without deduction for the services of the Note Registrar. The principal of and interest on the Notes shall be payable upon presentation and surrender of the Notes at their maturity at the office of the Note Registrar. No Note 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 Note, is signed by the Note Registrar as authenticating agent. Authentication by the Note Registrar shall be conclusive evidence that the Note so authenticated has been duly issued and delivered under this Ordinance and is entitled to the security and benefit of this Ordinance. The certificate of authentication may be signed by any officer or officers of the Note Registrar or by such other person acting as an agent of the Note Registrar as shall be approved by the Fiscal Officer on behalf of the Village. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Notes.

SECTION 10. Appointment of Note Registrar. The Fiscal Officer is authorized and directed to execute on behalf of the Village a Note Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Fiscal Officer and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as authenticating agent, note registrar, transfer agent, and paying agent (the “Note Registrar”) for the Notes. Interest shall be payable at maturity by check or draft mailed to the Registered Owner hereof, as shown on the registration books of the Village maintained by

the Note Registrar. If at any time the Note Registrar shall be unable or unwilling to serve as such, or the Fiscal Officer in such officer's discretion shall determine that it would be in the best interest of the Village for such functions to be performed by another party, the Fiscal Officer may, and is hereby authorized and directed to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services, to perform the services required of the Note Registrar hereunder. Each such successor Note Registrar shall promptly advise all noteholders of the change in identity and new address of the Note Registrar. So long as any of the Notes remain outstanding, the Village shall cause to be maintained and kept by the Note Registrar, at the office of the Note Registrar, all books and records necessary for the registration, exchange and transfer of Notes as provided in this section (the "Note Register"). Subject to the provisions of this Ordinance, the person in whose name any Note shall be registered on the Note Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any Note shall be made only to or upon the order of that person. Neither the Village nor the Note 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 Notes, including the interest thereon, to the extent of the amount or amounts so paid.

Any Notes, upon presentation and surrender at the office of the Note 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 Note Registrar, may be exchanged for Notes of the same form and of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Notes surrendered, and bearing interest at the same rate and maturing on the same date.

A Note may be transferred only on the Note Register upon presentation and surrender thereof at the office of the Note 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 Note Registrar. Upon that transfer, the Note Registrar shall complete, authenticate and deliver a new Note or Notes of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Notes surrendered, and bearing interest at the same rate and maturing on the same date.

The Village and the Note Registrar shall not be required to transfer or exchange (i) any Note during a period beginning at the opening of business 15 days before the day of mailing of a notice of redemption of Notes, and ending at the close of business on the day of such mailing, or (ii) any Notes selected for redemption, in whole or in part, following the date of such mailing.

In all cases in which Notes are exchanged or transferred hereunder, the Village shall cause to be executed, and the Note Registrar shall authenticate and deliver, the Notes in accordance with the provisions of this Ordinance. The exchange or transfer shall be without charge to the owner; except that the Council and Note 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 Council or the Note Registrar may require that those charges, if any, be paid before it begins the procedure for the exchange or transfer of the Notes. All Notes issued upon any transfer or exchange shall be the valid obligations of the Village, evidencing the same debt, and entitled to the same benefits under this Ordinance, as the Notes surrendered upon that transfer or exchange.

SECTION 11. Book-entry System. 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 Notes may be transferred only through a book-entry and (ii) physical Notes in fully registered form are issued only to a Depository or its nominee as registered

owner, with the Notes “immobilized” to the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Notes.

“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 notes and to effect transfers of notes, in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

The Notes may initially be issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Note of each maturity, (ii) those Notes shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Notes in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Notes 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 (v) 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 Village. Note service charges on Notes in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative upon presentation and surrender of Notes as provided in this Resolution.

The Note Registrar may, with the approval of the Village, enter into an agreement with the beneficial owner or registered owner of any Note in the custody of a Depository providing for making all payments to that owner of principal and interest on that Note 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 in this Resolution, without prior presentation or surrender of the Note, upon any conditions which shall be satisfactory to the Note Registrar and to the Village. That payment in any event shall be made to the person who is the registered owner of that Note 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 Note Registrar will furnish a copy of each of those agreements, certified to be correct by the Note Registrar, to other paying agents for Notes and to the Village. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

If requested, the Mayor, Fiscal Officer, or any other officer of this Council, is authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the Village, the letter agreement among the Village, the paying agent for the Notes and The Depository Trust Company, as depository, to be delivered in connection with the issuance of the Notes to the Depository for use in a book-entry system in substantially the form submitted to this Council.

The Village may decide to discontinue use of the book-entry system through the Depository. In that event, Note certificates will be printed and delivered to the Depository.

If any Depository determines not to continue to act as a depository for the Notes for use in a book-entry system, the Village and the Note Registrar may attempt to establish a securities depository/book-entry relationship with another qualified Depository under this Resolution. If the Village and the Note Registrar do not or are unable to do so, the Village and the Note Registrar, after the Note Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Notes 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 and delivering definitive Notes), if the event is not the result of action or inaction by the Village or the Note Registrar, of those persons requesting such issuance.

SECTION 12. Income Tax Pledge. The Village hereby covenants, pursuant to Section 133.05(B)(7), Ohio Revised Code, to appropriate annually from lawfully available municipal income taxes, and to continue to levy and collect municipal income taxes adequate to produce, amounts necessary to meet the debt charges on the Notes and the Bonds in each year until full payment is made.

SECTION 13. Federal Tax Law Compliance. The Village 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 Notes 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 Notes so that the Notes will not constitute “private activity bonds” within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the “Code”). The Village further covenants that it will restrict the use of the proceeds of the Notes 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 (the “Regulations”).

The Fiscal Officer, or any other officer of the Village, including the Mayor, is hereby authorized and directed (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the Village with respect to the Notes 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 Notes 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 Fiscal Officer, which action shall be in writing and signed by the Fiscal Officer, or any other officer of the Village, including the Mayor, on behalf of the Village; (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 Village, 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 an appropriate certificate on behalf of the Village, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the Village pertaining to Section 148 and the Regulations, and the representations, warranties and covenants of the Village regarding compliance by the Village with sections 141 through 150 of the Code and the Regulations.

The Fiscal Officer shall keep and maintain adequate records pertaining to investment of all proceeds of the Notes sufficient to permit, to the maximum extent possible and presently foreseeable, the Village to comply with any federal law or regulation now or hereafter having applicability to the Notes which limits the amount of Note proceeds which may be invested on an unrestricted yield or requires the Village to rebate arbitrage profits to the United States Department of the Treasury. The Fiscal Officer of the Village is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Notes requires any such reports or rebates.

SECTION 14. Ohio Market Access Program. If determined necessary by the Fiscal Officer of the Village, the Village is hereby authorized to participate in the Ohio Market Access Program (“OMAP”) with the respect to the Notes. The Standby Note Purchase Agreement for OMAP is hereby authorized in the form presented to this Council with such changes not materially adverse to the Village as may be approved by the officers of the Village executing that Standby Note Purchase Agreement. The Village acknowledges the agreement of the Treasurer of State in the Standby Note Purchase Agreement that, in the event the Village is unable to repay the principal amount and accrued and unpaid interest of the Notes at their maturity, whether through its own funds or through the issuance of other obligations of the

Village, the Treasurer of State agrees (a) to purchase the Notes from the holders or beneficial owners thereof upon their presentation to the Treasurer of State for such purchase at a price of par plus accrued interest to maturity or (b) to purchase renewal notes of the Village in a principal amount not greater than the principal amount of the Notes plus interest due at maturity, with such renewal notes bearing interest at a rate of the lower of the maximum interest rate provided by law or the 1-year MMD (Municipal Market Data) Index for “AAA”-rated obligations plus 400 basis points (or such other rate methodology in effect as part of the Program), maturing not more than one year after the date of their issuance, and being prepayable at any time with 30 days’ notice, provided that in connection with the Treasurer of State’s purchase of such renewal notes the Village shall deliver to the Treasurer of State an unqualified opinion of nationally recognized bond counsel that (i) such renewal notes are the legal, valid and binding general obligations of the Village, and the principal of and interest on such renewal notes, unless paid from other sources, are to be paid from the proceeds of the levy of ad valorem taxes within the ten-mill limitation imposed by law on all property subject to ad valorem taxes levied by the Village, and (ii) interest on the renewal notes is excluded from gross income for federal income tax purposes under Section 103 of the Code to the same extent that interest on the Notes is so excluded.

Such officers signing the Notes are authorized to take all actions that may in their judgment reasonably be necessary to provide for such Standby Note Purchase Agreement, including but not limited to the inclusion of a notation on the form of the Notes providing notice to the holders or beneficial owners of the existence of such Standby Note Purchase Agreement and providing instructions to such holders or beneficial owners regarding the presentation of the Note for purchase by the Treasurer of State at stated maturity.

SECTION 15. Appointment of Investment Banking Firm. The Fiscal Officer, on behalf of this Council, is hereby authorized to appoint the investment banking firm of Stifel, Nicolaus & Company, Incorporated, Cleveland, Ohio, to serve as the investment banking firm for the Notes. The fees to be paid to such firm shall be subject to review and approval of the Fiscal Officer, shall not exceed the fees customarily charged for such services, and shall be paid upon closing of the financing from proceeds of the Notes.

SECTION 16. Appointment of Municipal Advisor. The appointment of MAS Financial Advisory Services, to serve as municipal advisor to the Village in connection with the issuance of the Notes is hereby approved. The fees to be paid to such firm shall be subject to review and approval of the Treasurer, shall not exceed the fees customarily charged for such services, and shall be paid upon closing of the financing from proceeds of the Notes.

SECTION 17. Appointment of Bond Counsel. The Fiscal Officer, on behalf of this Council, is hereby authorized to appoint the law firm of Bricker & Eckler LLP, Cleveland, Ohio, to serve as bond counsel for the Notes. The fees to be paid to such firm shall be subject to review and approval of the Fiscal Officer, shall not exceed the fees customarily charged for such services, and shall be paid upon closing of the financing from proceeds of the Notes.

SECTION 18. Transcript of Proceedings; Execution of Additional Documents. The officer having charge of the minutes of the Council and any other officers of the Council, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Notes and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Council relating to the power and authority of the Village to issue the Notes and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Fiscal Officer and a no-litigation certificate of the Mayor and the Fiscal Officer, and such certified copies and certificates shall be deemed representations of the Village as to the facts stated therein. Except for the procedure for authenticating the Notes set forth in Section 9 herein, documents (including this

Ordinance) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Notes, for the purposes of this Ordinance, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The Fiscal Officer is hereby authorized and directed to take such action and to execute and deliver, on behalf of the Council, such additional instruments, agreements, certificates, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Ordinance. Such documents shall be in the form not substantially inconsistent with the terms of this Ordinance, as they in their discretion shall deem necessary or appropriate.

SECTION 19. Satisfaction of Conditions for Note Issuance. It is hereby determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Notes in order to make them legal, valid and binding obligations of the Village have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the Village 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 Notes.

SECTION 20. Compliance with Open Meeting Requirements. The Council hereby finds and determines that all formal actions relative to the passage of this Ordinance were taken in an open meeting of this Council, and that all deliberations of this Council and of any committees that resulted in formal action were taken in meetings open to the public, in full compliance with the law.

SECTION 21. Filing of Bond Ordinance. The Fiscal Officer is hereby directed to forward a certified copy of this Ordinance to the Fiscal Officer of Cuyahoga County, Ohio.

SECTION 22. Effective Date. That this Ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the Village of Walton Hills, Ohio; and for the reason that notes heretofore issued are about to mature and it is necessary to make immediate provision for their repayment in order to preserve the credit of the Village; wherefore this Ordinance shall take effect and be in force upon receiving the affirmative vote of two-thirds (2/3) of the Village Council and signature of the Mayor, otherwise it shall take effect and be in force after the earliest period allowed

Donald Kolgraf, Mayor

PASSED: October 18, 2022

ATTEST: _____
Fiscal Officer

CERTIFICATE

The undersigned Fiscal Officer of the Village of Walton Hills, Ohio (the “Village”) hereby certifies that the foregoing is a true copy of Ordinance No. 2022-__ duly adopted by the Council of the Village on October 18, 2022 and that a true copy thereof was certified to the County Fiscal Officer of Cuyahoga County, Ohio.

Fiscal Officer, Village of Walton Hills, Ohio

**RECEIPT OF COUNTY FISCAL OFFICER FOR
LEGISLATION PROVIDING
FOR THE ISSUANCE OF
GENERAL OBLIGATION NOTES**

I, Michael W. Chambers, the duly elected, qualified, and acting County Fiscal Officer in and for Cuyahoga County, Ohio hereby certify that a certified copy of the ordinance duly adopted by the Village Council of the Village of Walton Hills, Ohio on October 18, 2022 providing for the issuance of general obligation notes designated Village of Walton Hills, Ohio Various Purpose Notes, Series 2022, or as otherwise determined by the Fiscal Officer, in the amount of not to exceed \$2,000,000 was filed in this office on _____, 2022.

WITNESS my hand and official seal at Cleveland, Ohio on _____, 2022.

[SEAL]

County Fiscal Officer
Cuyahoga County, Ohio

VILLAGE OF WALTON HILLS, OHIO

RESOLUTION NO. 2022-26

INTRODUCED BY COUNCILPERSON

A RESOLUTION AUTHORIZING THE MAYOR OR HIS AUTHORIZED REPRESENTATIVE TO ENTER INTO A CONTRACT(S) WITH THE DIRECTOR OF TRANSPORTATION TO COMPLETE THE BRIDGE INSPECTION PROGRAM SERVICES, AND DECLARING AN EMERGENCY.

WHEREAS, the Village of Walton Hills has determined the need to participate in the Bridge Inspection Program Services with the Ohio Department of Transportation.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE VILLAGE OF WALTON HILLS, STATE OF OHIO, THAT:

SECTION 1. That it being in the public interest, the Village of Walton Hills gives consent to the Director of Transportation to complete the Bridge Inspection Program Services, including, but not limited to, bridge load rating calculations, scour assessments, bridge inspections and fracture critical plan development.

SECTION 2. The Village hereby commits to cooperate with the Director of Transportation as follows:

The State of Ohio shall assume and bear 100% of all costs for the Bridge Inspection Program Services that has been requested by the Village and agreed to by the State of Ohio. The Eligible Bridge Inspectors Services are described in the Consultant's Scope of Services Task Order Contract attached hereto and marked as Exhibit A.

SECTION 3. The Village of Walton Hills hereby agrees to pay 100% of the costs for any items which are not included in Exhibit A, but have been requested in writing by the Village of Walton Hills.

SECTION 4. That the Village of Walton Hills shall make available all of the right-of-way required for the project in accordance with State and Federal regulations.

SECTION 5. That the Mayor is hereby authorized to on behalf of the Village of Walton Hills to enter all contracts necessary for the completion of this project with the Director of Transportation.

SECTION 6. That it is found and determined that all formal actions of the Council of the Village of Walton Hills concerning and relating to the adoption of this Resolution were adopted in an open meeting of such body, and that all deliberations of the Council of the Village and 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 7. This Resolution is hereby declared to be an emergency measure immediately necessary for the preservation of the public peace, health, safety and welfare of the Village, and for the further reason that it is immediately necessary to expedite the highway project wherefore, this Resolution shall take effect and be in force immediately upon its passage by a unanimous affirmative

vote of Council and approval by the Mayor; otherwise, it shall become effective at the earliest time allowed by law.

DONALD KOLOGRAF, MAYOR

PASSED: _____, 2022

ATTEST: _____

ANGELA REVAY, FISCAL OFFICER