

ORDINANCE NO. 1771

AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF LAND ACQUISITION NOTES IN ANTICIPATION OF THE ISSUANCE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$550,000 FOR THE PURPOSE OF PAYING THE COSTS OF THE ACQUISITION OF CERTAIN REAL PROPERTY LOCATED ON PARCEL NUMBER 030368000200 FOR INDUSTRIAL OR COMMERCIAL DEVELOPMENT AND PROVIDING FOR THE SITE PREPARATION THEREOF, ALL IN SUPPORT OF ECONOMIC DEVELOPMENT AND JOB CREATION WITHIN THE VILLAGE, AND DECLARING AN EMERGENCY.

WHEREAS, the Village of Coldwater, located in Butler Township, Mercer County, Ohio (the “Village”), is authorized and empowered by virtue of the laws of the State of Ohio, including, without limitation, Section 13 of Article VIII of the Ohio Constitution and Chapter 165, Ohio Revised Code (collectively, the “Act”), among other things, to (a) issue bond anticipation notes and bonds to create or preserve jobs and employment opportunities and improve the economic welfare of the people of the Village; (b) secure such notes and bonds by nontax revenues, as provided herein; and (c) enact this Ordinance and enter into related agreements, upon the terms and conditions provided herein; and

WHEREAS, to expedite and facilitate the economic development of the various parcels, the Village has determined to facilitate the acquisition of certain real property, all in furtherance of commerce and to create jobs and employment opportunities, and this Village Council finds and determines that the Village should issue nontax revenue bonds of the Village for the purpose of paying the costs of providing for the Project (defined below); and

WHEREAS, pursuant to Ordinance No. 1754 passed February 24, 2025, notes in anticipation of bonds in the principal amount of \$1,107,000, dated March 25, 2025 (the “Outstanding Notes”), were issued for the purpose described in Section 2, to mature on March 24, 2026; and

WHEREAS, this Village Council finds and determines that the Village should retire the Outstanding Notes with the proceeds of the Notes described in Section 2 and other funds available to the Village;

NOW, THEREFORE, BE IT ORDAINED by the Council of the Village of Coldwater, Mercer County, Ohio, that:

Section 1. In addition to the words and terms defined elsewhere in this Ordinance, unless the context or use clearly indicates another meaning or intent:

“Bonds” means bonds in anticipation of which the Notes are issued, the estimated terms of which are described in Section 4 hereof.

“Clerk of Council” means the Clerk of Council of the Village or any person serving in an interim or acting capacity with respect to that office.

“Finance Director” means the Finance Director of the Village or any person serving in an interim or acting capacity with respect to that office.

“Law Director” means the Law Director of the Village or any person serving in an interim or acting capacity with respect to that office.

“Municipal Manager” means the Village Manager or any person serving in an interim or acting capacity with respect to that office.

“Nontax Revenues” means all moneys of the Village which are not moneys raised by taxation, to the extent available for the purpose including, but not limited to the following: (a) proceeds from the sale of all or a portion of the Project; (b) grants from the United States of America and the State; (c) payments in lieu of taxes now or hereafter authorized by State statute to the extent not pledged to pay debt charges on other Village indebtedness; (d) fines and forfeitures which are deposited in the Village’s General Fund; (e) fees deposited in the Village’s General Fund for services provided and from properly imposed licenses and permits; (f) investment earnings on the Village’s General Fund; (g) investment earnings on other funds of the Village that are credited to the Village’s General Fund; (h) proceeds from the sale of assets which are deposited in the Village’s General Fund; (i) gifts and donations; and (j) all rental payments which are deposited in the Village’s General Fund.

“Note service charges” means, for any period of time, the principal of and interest required to be paid by the Village on the Notes for such time period.

“Notes” means the Taxable Land Acquisition Notes, Series 2026 of the Village authorized in Section 2 hereof.

“Ordinance” means this ordinance as amended or supplemented from time to time.

“Original Purchaser” means the purchaser of the Notes specified in the Certificate of Award.

“Paying Agent” means the Finance Director, the Original Purchaser or a bank or trust company authorized to do business in the State of Ohio, determined by the Finance Director in the Certificate of Award pursuant to Section 3 as the paying agent for the Notes after determining that the payment at that bank or trust company will not endanger the funds or securities of the Village and that proper procedures and safeguards are available for that purpose.

“State” means the State of Ohio.

Any reference herein to the Village, to this Village Council, or to any officer or member of either, includes entities or officials succeeding to their respective functions, duties or responsibilities pursuant to or by operation of law or lawfully performing their functions.

Section 2. This Village Council determines it to be necessary to issue, and the Village shall, issue, sell and deliver, as provided and authorized herein the Notes, in anticipation of the issuance of the Bonds, in the maximum principal amount of \$550,000 for the purpose of paying the costs of the acquisition of certain real property located on parcel number 030368000200 for industrial or commercial development and providing for the site preparation thereof, all in support of economic development and job creation within the Village (the "Project").

The Notes shall be issued as a single instrument in the full principal amount of the issue and in fully registered form and numbered R-1 (and upwards upon any exchange of the Notes for a new Note).

The aggregate principal amount of the Notes to be issued (not to exceed the maximum principal amount) shall be determined by the Finance Director in the certificate awarding the Notes in accordance with Section 6 (the "Certificate of Award"). Such aggregate principal amount shall be the amount necessary to provide for the retirement of the Outstanding Notes, along with other available funds of the Village (if any), and to pay any financing costs.

The Notes shall bear interest from its date of issuance at a rate not to exceed 7.00%. Interest on the Notes shall be computed on the basis of a 360-day year consisting of twelve 30-day months (or such other basis as shall be determined by the Finance Director in the Certificate of Award), and shall be payable at maturity, and or when the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by the Finance Director in the Certificate of Award in accordance with Section 6. The Notes shall be dated the date of issuance and shall mature not later than one year from the date of issuance, as determined by the Finance Director in the Certificate of Award. The Notes may be subject to prepayment by the Village at par if agreed upon by the Original Purchaser under the terms and conditions set forth in the Certificate of Award.

Section 3. The Finance Director is hereby authorized to designate in the Certificate of Award the Finance Director, the Original Purchaser or a bank or trust company authorized to do business in the State of Ohio to act as the initial Paying Agent. The Notes service charges shall be payable in lawful money of the United States of America, and shall be payable, without deduction for services of the Paying Agent, at the office of the Paying Agent. Interest on the Notes shall be paid at maturity. Principal on the Notes shall be payable without deduction for services of the Paying Agent, upon presentation and surrender of the Notes at the office of the Paying Agent.

If determined to be in the best interests of the Village by the Finance Director, the Notes shall be subject to optional redemption by and at the sole option of the Village, in whole or in part, on the dates and at the redemption prices (expressed as a percentage of the principal amount to be redeemed), plus accrued interest to the redemption date, to be determined by the Finance Director in the Certificate of Award. Notice of redemption, identifying the Notes or portions thereof, to be called, shall be delivered to the registered holder thereof not less than five (5) days (or such other period as set forth in the Certificate of Award) prior to the date of redemption. Notice having been delivered in the manner provided in the preceding sentence hereof, the Notes and portions thereof called for redemption shall become due and payable on the redemption date, and upon presentation and surrender thereof at the office of the Paying Agent, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Notes or portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by

the Paying Agent (as defined below) on the redemption date, so as to be available therefor on that date and, if notice of redemption has been delivered as aforesaid, then from and after the redemption date those Notes or portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been delivered as aforesaid, those Notes or portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption.

Section 4. It is necessary that the Bonds be issued in the maximum principal amount of \$550,000 to pay costs of the Project and to retire the Outstanding Notes, together with other funds available to the Village, which bonds are anticipated to be dated approximately April 1, 2027, shall bear interest at the now estimated rate of 7.00% per year, payable semiannually until the principal amount is paid; and such Bonds are estimated to mature in thirty (30) annual principal installments on December 1 of each year that are in such amounts that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable are not more than three times the amount of those payments in any other fiscal year. Nothing in this Ordinance shall prevent the Village from retiring all or any portion of the Notes with the proceeds from the sale of all or a portion of the Project, with other available cash, with the proceeds of bond anticipation notes, or with the proceeds of bonds or other obligations containing terms different than those described in this Ordinance.

Section 5. The Notes shall be a negotiable instrument, and the Notes shall express on its face the purpose for which it is issued and such other statements or legends as may be required by law. The Notes shall be signed by the Municipal Manager and the Finance Director, in the name of the Village and in their official capacities, provided that one of those signatures may be a facsimile.

Section 6. The Notes shall be sold at not less than 98% of par at private sale by the Finance Director in accordance with law and the provisions of this Ordinance. The Finance Director shall, in accordance with that officer's determination of the best interests of and financially advantageous to the Village and its taxpayers and based on conditions then existing in the financial markets, consistently with the provisions of Section 2, establish the principal amount and interest rate to be borne by the Notes and their maturity, sign the Certificate of Award referred to in Section 2 evidencing that sale, 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 Mayor, the Municipal Manager, the Finance Director, the Law Director, the Clerk of Council and other Village officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements, security agreements with respect to the liens referred to in this Ordinance, and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance, and all actions heretofore taken by those officers and officials in connection with the Project and the Notes are hereby confirmed, ratified and approved.

Section 7. The proceeds from the sale of the Notes received by the Village (or withheld by the Original Purchaser or deposited with the Paying Agent, in each case on behalf of the Village) shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Notes are being issued. The Certificate of Award may authorize the Original Purchaser to (a) withhold certain proceeds from the sale of the Notes or (b) remit certain proceeds from the sale of the Notes to the Paying Agent, in each case to provide for the payment of certain financing costs on behalf of the Village. If proceeds are remitted to the Paying Agent in accordance with this Section 7, the Paying Agent shall be authorized to create a fund in accordance with the Certificate of Award for that purpose. Any portion of those proceeds received by the Village (after payment of those financing costs) representing premium or accrued interest shall be paid into the Note Fund, as further described herein.

Section 8. The Notes and any bonds issued to retire the Notes shall be special obligations of the Village, and the Note service charges on the Notes and the debt charges on any bonds issued to retire the Notes shall be payable solely from the Nontax Revenues, and the payment of Note service charges is secured by a pledge of and lien on the Nontax Revenues on deposit in the Note Fund, as described below. The Notes and any bonds issued to retire the Notes are not and shall not be secured by an obligation or pledge of any money raised by taxation. The Notes and any bonds issued to retire the Notes do not and shall not represent or constitute a debt or pledge of the faith and credit or taxing power of the Village, and the holder or holders thereof have and shall have no right to have taxes levied by the Village for the payment of Note service charges on the Notes or debt charges on any bonds issued to retire the Notes.

The Village covenants and agrees that while the Notes are outstanding, it will appropriate and maintain Nontax Revenues at such times and in such amounts as will be sufficient, together with the proceeds of any bonds issued to retire the Notes or renewal notes issued in anticipation of such bonds available for the purpose, to pay the Note service charges on the Notes when due and will so restrict other obligations payable from Nontax Revenues prior to or on a parity with the Note service charges on the Notes as will ensure the continuing availability for appropriation of sufficient Nontax Revenues to pay Note service charges when due.

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 Note service charges on the Notes at maturity and are pledged for that purpose.

There was heretofore created by the Village a separate fund or account designated as the Land Acquisition Note Retirement Fund (the "Note Fund") into which Nontax Revenues shall be deposited on or prior to the date of maturity of the Notes in an amount sufficient to pay Note service charges.

Nothing herein shall be construed as requiring the Village to use or apply to the payment of Note service charges on the Notes any funds or revenues from any source other than Nontax Revenues. Nothing herein, however, shall be deemed to prohibit the Village, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Ordinance or of the Notes.

Section 9. In addition to other representations and warranties of the Village contained in this Ordinance, the Village covenants and agrees that:

(a) Payment of Note Service Charges. The Village will, solely from the Nontax Revenues, pay or cause to be paid the Note service charges on the dates, at the places and in the manner provided herein, in the Certificate of Award, and in the Notes. For that purpose, in each year while the Notes are outstanding, this Village Council, after providing for the payment of debt charges payable on the Village's general obligation securities in that year from sources available for that purpose, will appropriate Nontax Revenues required to pay, and for the purpose of paying, the Note service charges due in that year. Further, this Village Council will give effect to such appropriations in all ordinances it passes thereafter in that year appropriating money for expenditure and encumbrance and limit the other appropriations of Nontax Revenues in that year to the amount available after deducting the amount required for the payment of debt charges payable on the Village's general obligation securities and to pay those Note service charges.

(b) Performance of Covenants and Village Actions. The Village will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions to be performed on its part under this Ordinance and the Notes and under all proceedings of this Village Council pertaining thereto. The Village represents that (i) it is a municipal corporation, duly organized and existing under and by virtue of the laws of the State; (ii) it is, and upon delivery of the Notes covenants that it will be, duly authorized by the Constitution and laws of the State, to issue the Notes and any bonds issued to retire the Notes and to provide the security for payment of the Note service charges in the manner and to the extent set forth herein and in the Notes; (iii) all actions on its part for the issuance of the Notes have been or will be taken duly and effectively; and (iv) the Notes will be a valid and enforceable special obligation of the Village according to its terms. Each obligation of the Village required to be undertaken pursuant to this Ordinance and the Notes are binding upon the Village, and upon each officer or employee of the Village as may from time to time have the authority under law to take any action on behalf of the Village as may be necessary to perform all or any part of such obligation, as a duty of the Village and of each of those officers and employees resulting from an office, trust or station within the meaning of Section 2731.01, Ohio Revised Code, providing for enforcement by writ of mandamus.

(c) Inspection of Project Books. All books and documents in the Village's possession relating to the Project and the Nontax Revenues shall be open at all times during the Village's regular business hours to inspection by such accountants or other agents of the holder of the Notes as the holder of the Notes may from time to time designate.

(d) Transcript of Proceedings. The Clerk of Council, or another appropriate officer of the Village, shall furnish to the Original Purchaser a true transcript of proceedings, certified by that officer, of all proceedings had with reference to the issuance of the Notes along with such information from the records as is necessary to determine the regularity and validity of the issuance of the Notes.

Section 10. The Village does not intend or represent that the interest on the Notes will be excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended, and the Village is not and shall not be obligated to take any action to attempt to secure or maintain any such exclusion.

Section 11. If the Village shall pay or cause to be paid and discharged the Notes, the covenants, agreements and other obligations of the Village hereunder and in the Notes shall be discharged and satisfied.

Section 12. If any date on which Note service charges are due shall be a Sunday or a day on which the holder of the Notes are required, or authorized or not prohibited, by law (including executive orders) to close and is closed, then payment of Note service charges need not be made on that date but may be made on the next succeeding business day on which the holder is open for business with the same force and effect as if made on the due date and no interest shall accrue for the period after that date.

Section 13. The Clerk of Council is authorized and directed to provide the notification required by Section 165.03(D) of the Ohio Revised Code to the Director of the Ohio Department of Development.

Section 14. The legal services of the law firm of Squire Patton Boggs (US) LLP, as bond counsel, 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 securities issued in renewal of the Notes and rendering at delivery related legal opinions. 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 Village 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 Village, 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 Finance Director 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. The amounts necessary to pay those fees and any reimbursement are hereby appropriated from the proceeds of the Notes, if available, and otherwise from available moneys in the General Fund.

Section 15. The services of Robert W. Baird & Co. Incorporated, as placement agent, are hereby retained. The placement agent services shall be in the nature of financial advice and recommendations in connection with the issuance and sale of the Notes. In rendering those placement agent services, as an independent contractor, that firm shall not exercise any administrative discretion on behalf of the Village in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the Village or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those placement agent services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those placement agent services. The Finance Director 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. The amounts necessary to pay those fees and any reimbursement are hereby appropriated from the proceeds of the Notes, if available, and otherwise from available moneys in the General Fund.

Section 16. This Village Council determines that all acts and conditions necessary to be done or performed by the Village or to have been met precedent to and in the issuing of the Notes in order to make them a legal, valid and binding special obligation of the Village 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; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Notes.

Section 17. This Village Council finds and determines that all formal actions of this Village Council and any of its committees concerning and relating to the passage of this Ordinance were taken in an open meeting of this Village Council or any of its committees, and that all deliberations of this Village Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Section 18. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health, safety, or welfare of the citizens of the Village, and for the further reason that this Ordinance is required to be immediately effective in order to issue and sell the Notes, which is urgently needed to enable the Village to timely retire the Outstanding Notes and thereby preserve its credit; wherefore, this Ordinance shall be in full force and effect immediately upon its passage.

Passed: Feb 9th, 2026



Mayor

Attest: 

Clerk of Council

Approved: 

Law Director