

EMERGENCY

City of Cincinnati

AWB
- 2021

An Ordinance No. _____

PROVIDING FOR THE ISSUANCE, SALE AND DELIVERY OF (I) NOT TO EXCEED \$70,000,000 OF WATER SYSTEM REVENUE BONDS, SERIES 2021A, OF THE CITY OF CINCINNATI, COUNTY OF HAMILTON, STATE OF OHIO, FOR THE PURPOSE OF FINANCING CERTAIN IMPROVEMENTS; AND (II) NOT TO EXCEED \$190,000,000 OF WATER SYSTEM REFUNDING REVENUE BONDS, SERIES 2021B OF THE CITY OF CINCINNATI, COUNTY OF HAMILTON, STATE OF OHIO, FOR THE PURPOSE OF REFUNDING OUTSTANDING BONDS; AUTHORIZING A PLEDGE OF AND LIEN ON WATER SYSTEM REVENUES TO SECURE SUCH BONDS AND OBLIGATIONS; AUTHORIZING A SUPPLEMENTAL TRUST AGREEMENT; AND AUTHORIZING NECESSARY DOCUMENTS TO SECURE SUCH BONDS.

WHEREAS, pursuant to authority granted to it by the Ohio Constitution, the City of Cincinnati (referred to herein as the “City” or the “Issuer”) owns and operates a water supply and distribution system (referred to herein as the “Utility”); and

WHEREAS, the City has determined to acquire, construct, renovate and install improvements to the Utility including water main replacements and improvements to the treatment system and distribution system (the “Project”); and

WHEREAS, the City has determined to refund certain Outstanding Bonds (as defined below); now, therefore,

BE IT ORDAINED by the Council of the City of Cincinnati, State of Ohio:

Section 1. Capitalized terms used in this Ordinance and not otherwise defined shall have the meanings ascribed to them in the Indenture (as hereinafter defined). In addition, the following terms shall have the indicated meanings:

“Bond” or “Bonds” means, the Series 2021A Bonds, the Series 2021B Bonds, the Series 2020A Bonds, the Series 2019A Bonds, the Series 2019B Bonds, the Series 2017A Bonds, the Series 2016A Bonds, the Series 2016B Bonds, the Series 2016C Bonds, the Series 2015A Bonds, the Series 2015B Bonds, the Series 2015C Bonds, the Series 2012A Bonds, the Series 2011A Bonds, and any other additional bonds.

“Bond Fund” means the City of Cincinnati, Ohio – Water System Bond Fund created by the Indenture, including appropriate subaccounts for the Series 2021A Bonds and the Series 2021B Bonds.

“Bond Legislation” means, when used in connection with the Series 2021A Bonds and the Series 2021B Bonds, this Ordinance, including the Fiscal Officer’s Certificate.

“Bond Reserve Fund” means the City of Cincinnati, Ohio – Water System Bond Reserve Fund created by the Indenture, including appropriate subaccounts for the Series 2021A Bonds and the Series 2021B Bonds.

“Construction Fund” means the City of Cincinnati, Ohio – Water System Construction Fund created by the Indenture, including an appropriate subaccount for the Series 2021A Bonds.

“Credit Support Instrument” means an insurance policy, surety, letter of credit, standby bond purchase agreement or other credit enhancement, support or liquidity device used to enhance or provide for the security or liquidity of any Series 2021A Bonds or the Series 2021B Bonds.

“Fiscal Officer’s Certificate” means the certificate executed by the Finance Director (as Fiscal Officer of the City, referred to herein as “Fiscal Officer”) setting forth any terms relating to the issuance of the Series 2021A Bonds and the Series 2021B Bonds which are not specified in this Bond Legislation.

“Green Bond” means an informational designation of a bond for the benefit of potential investors, to indicate that the proceeds of such bond will be used to fund environment-friendly projects, including but not limited to projects related to clean water, renewable energy, energy efficiency, river/habitat restoration, acquisition of land, or mitigation of climate change.

“Indenture” means the Master Trust Agreement dated as of March 1, 2001 by and between the Issuer and the Trustee securing the Bonds, as the same may be amended, modified or supplemented as provided therein. For purposes of this Bond Legislation, such supplements shall include the Second Supplemental Trust Agreement dated as of March 1, 2003; the Third Supplemental Trust Agreement dated as of May 1, 2005; the Fourth Supplemental Trust Agreement dated as of May 1, 2005; the Fifth Supplemental Trust Agreement dated as of January 4, 2007; the Sixth Supplemental Trust Agreement dated as of May 17, 2007; the Seventh Supplemental Trust Agreement, dated as of May 24, 2007; the Eighth Supplemental Trust Agreement, dated as of August 4, 2009; the Ninth Supplemental Trust Agreement, dated as of August 11, 2011; the Tenth Supplemental Trust Agreement dated as of June 21, 2012; the Eleventh Supplemental Trust Agreement dated as of August 12, 2015; the Twelfth Supplemental Trust Agreement dated as of December 6, 2016; the Thirteenth Supplemental Trust Agreement dated as of June 22, 2017; the Fourteenth Supplemental Trust Agreement dated as of November 26, 2019; the Fifteenth Supplemental Trust Agreement dated as of June 30, 2020; and the Sixteenth Supplemental Trust Agreement dated as of the date selected by the Fiscal Officer.

“Mayor” means the Mayor of the Issuer.

“Original Purchaser” means, as to the Series 2021A Bonds and the Series 2021B Bonds, such Original Purchasers as approved by the Fiscal Officer pursuant to the Fiscal Officer’s Certificate or in a bond purchase agreement, as applicable.

“Project” means the acquisition, construction, renovation, and installation of improvements to the Utility including water main replacements and improvements to the treatment system and distribution system.

“Rebate Fund” means the City of Cincinnati, Ohio – Water System Revenue Bond Rebate Fund created by the Indenture, including appropriate subaccounts for the Series 2021A Bonds and the Series 2021B Bonds.

“Senior Bonds” shall mean Bonds secured under the Master Indenture by a pledge of Net Revenues, which pledge is senior and prior in order and preference, with respect to the application of payment in full of Senior Subordinated Debt and Junior Subordinated Debt, including the Series 2021A Bonds, the Series 2021B Bonds, the Series 2020A Bonds, the Series 2019A Bonds, the Series 2019B Bonds, the Series 2017A Bonds, the Series 2016A Bonds, the Series 2016B Bonds, the Series 2016C Bonds, the Series 2015A Bonds, the Series 2015B Bonds, the Series 2015C Bonds, the Series 2012A Bonds, the Series 2011A Bonds, and any Additional Bonds issued on a parity with such senior pledge.

“Senior Subordinated Debt” shall mean notes, bonds or other obligations of the Issuer secured by a pledge of Net Revenues, which pledge is subordinate, junior and subject in right to the prior payment in full of Senior Bonds, but which pledge of Net Revenues is senior and prior in order and preference with respect to the application of payment in full of Junior Subordinated Debt (as defined in the Master Indenture), which no Senior Subordinated Debt is currently outstanding.

“Series 2011A Bonds” means the \$84,310,000 Water System Revenue and Refunding Revenue Bonds, Series 2011A (Tax-Exempt), of the Issuer.

“Series 2012A Bonds” means the \$60,000,000 Water System Revenue Bonds, Series 2012A (Tax-Exempt), of the Issuer.

“Series 2015 Bonds” means, together, the Series 2015A Bonds, the Series 2015B Bonds and the Series 2015C Bonds.

“Series 2015A Bonds” means the \$47,135,000 Water System Revenue Bonds, Series 2015A (Tax-Exempt), of the Issuer.

“Series 2015B Bonds” means the \$77,375,000 Water System Refunding Revenue Bonds, Series 2015B (Tax-Exempt), of the Issuer.

“Series 2015C Bonds” means the \$88,540,000 Water System Refunding Revenue Bonds, Series 2015C (Federally Taxable), of the Issuer.

“Series 2016A Bonds” means the \$25,000,000 Water System Revenue Bonds, Series 2016A (Tax-Exempt), of the Issuer.

“Series 2016B Bonds” means the \$29,745,000 Water System Refunding Revenue Bonds, Series 2016B (Tax-Exempt), of the Issuer.

“Series 2016C Bonds” means the \$64,830,000 Water System Refunding Revenue Bonds, Series 2016C (2019 Crossover), of the Issuer.

“Series 2017A Bonds” means the \$75,595,000 Water System Refunding Revenue Bonds, Series 2017A (Tax-Exempt), of the Issuer.

“Series 2019A Bonds” means the \$50,000,000 Water System Revenue Bonds, Series 2019A (Tax-Exempt), of the Issuer.

“Series 2019B Bonds” means the \$6,455,000 Water System Refunding Revenue Bonds, Series 2019B (Federally Taxable), of the Issuer.

“Series 2020A Bonds” means the \$50,830,000 Water System Refunding Revenue Bonds, Series 2020A (Federally Taxable), of the Issuer.

“Series 2021 Bonds” means, together, the Series 2021A Bonds and the Series 2021B Bonds.

“Series 2021A Bonds” means the not to exceed (except as permitted in this Ordinance) \$70,000,000 Water System Revenue Bonds, Series 2021A, of the Issuer.

“Series 2021B Bonds” means the not to exceed (except as permitted in this Ordinance) \$190,000,000 Water System Refunding Revenue Bonds, Series 2021B, of the Issuer. “Sixteenth Supplemental Trust Agreement” means the Sixteenth Supplemental Trust Agreement entered into between the Issuer and Trustee in connection with the issuance and delivery of the Series 2021 Bonds.

“Water System Reserve Fund” means the City of Cincinnati, Ohio – Water System Reserve Fund created by the Indenture, including appropriate subaccounts for the Series 2021A Bonds and the Series 2021B Bonds.

Any reference to the Issuer, the Legislative Authority, or to their members, officers or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities shall include those which succeed to their functions, duties or responsibilities by operation of law, and also those who at the time may legally act in their place.

References to any act or resolution of the Ohio General Assembly, or to a section, chapter, division, paragraph or other provision of the Ohio Revised Code or the Ohio Constitution, or the laws of Ohio, shall include that act or resolution, and that section, chapter, division, paragraph or other provision and those laws as from time to time amended, modified, supplemented, revised or superseded, unless expressly stated to the contrary, provided that no such amendment, modification, supplementation, revision or supersession shall alter the

obligation to pay the Bond Service Charges on Bonds outstanding, at the time of any such action, in the amount and manner, at the times and from the sources provided in the Bond Legislation and the Indenture, except as otherwise herein permitted.

Unless the context otherwise indicates, words importing the singular number shall include the plural number and words importing the plural number shall include the singular number. The terms “hereof,” “herein,” “hereby,” “hereto” and “hereunder,” and similar terms, means both the Bond Legislation and the Indenture, except in the case of reference to a stated section number of either.

Section 2. Determinations by Legislative Authority.

(a) The Legislative Authority hereby finds and determines that it is necessary to issue, sell and deliver the Series 2021A Bonds in the principal amount of not to exceed \$70,000,000 upon the terms set forth herein, as supplemented by the Indenture or the Fiscal Officer’s Certificate, for the purpose of paying costs of the Project; such principal amount may be increased by the amounts necessary to provide for original issue discount (if deemed appropriate by the Fiscal Officer) and to fund a bond service reserve account, capitalized interest (if any), costs of issuance, and other necessary and permitted costs. The officers specified herein are authorized to execute and deliver the documents necessary or appropriate in order to secure the Series 2021A Bonds. The Series 2021A Bonds may be sold as tax-exempt or taxable bonds or any combination thereof. In the event that the Fiscal Officer, based on the written advice of the Davenport & Company LLC (the “Financial Advisor”) and Original Purchaser, determines that the City’s best interest will be served by causing all or a portion of the Series 2021A Bonds to be designated as Green Bonds, then the Fiscal Officer is authorized to so specify in the Fiscal Officer’s Certificate for the Series 2021A Bonds. The Fiscal Officer is authorized to execute any additional documents and certificates in conjunction with such designation and to take any additional action in connection with any related disclosure requirements.

This Legislative Authority hereby determines that the issuance of the Series 2021A Bonds will be for a proper public and municipal purpose and in the best interests of the Issuer. This Legislative Authority hereby approves the Project list as further identified on Exhibit A attached hereto.

(b) The Legislative Authority hereby finds and determines that it is necessary to issue, sell and deliver the Series 2021B Bonds in the principal amount of not to exceed \$190,000,000 upon the terms set forth herein, as supplemented by the Indenture or the Fiscal Officer’s Certificate, for the purpose of refunding a portion of the Issuer’s outstanding Series 2020A Bonds, Series 2019A Bonds, Series 2019B Bonds, Series 2017A Bonds, Series 2016A Bonds, Series 2016B Bonds, Series 2016C Bonds, Series 2015A Bonds, Series 2015B Bonds, Series 2015C Bonds, Series 2012A Bonds, Series 2011A Bonds, and/or any other Outstanding Bonds (collectively, the “Refunded Bonds”); such principal amount may be increased by the amounts necessary to provide for original issue discount (if deemed appropriate by the Fiscal Officer) and to fund a bond reserve account, capitalized interest (if any), costs of issuance, and other necessary and permitted costs. The officers specified herein are authorized to execute and deliver the documents necessary or appropriate in order to secure the Series 2021B Bonds. The Series 2021B Bonds may be sold as tax-exempt or taxable bonds or any combination thereof.

This Legislative Authority hereby determines that the issuance of the Series 2021B Bonds will be for a proper public and municipal purpose and in the best interests of the Issuer.

Section 3. Terms of the Series 2021 Bonds.

(a) **Form, Denominations and Dates.** The Series 2021A Bonds shall be designated “Water System Revenue Bonds, Series 2021A”, and the Series 2021B Bonds shall be designated “Water System Refunding Revenue Bonds, Series 2021B” or such other designation as set forth in the Fiscal Officer’s Certificate, shall be negotiable instruments, shall be issued only in fully registered form, without coupons, and shall express upon their faces the purpose for which they are issued. The Series 2021A Bonds shall be dated as of such date as is set forth in the Fiscal Officer’s Certificate, shall be numbered as determined by the Registrar or by the Trustee as Registrar, and shall be issued in denominations of \$5,000 or any integral multiple thereof. The Series 2021A Bonds shall be exchangeable for other Series 2021A Bonds in the manner and upon the terms set forth in the Indenture or the Fiscal Officer’s Certificate.

The Series 2021B Bonds shall be dated as of such date as is set forth in the Fiscal Officer’s Certificate, shall be numbered as determined by the Registrar or by the Trustee as Registrar, and shall be issued in denominations of \$5,000 or any integral multiple thereof. The Series 2021B Bonds shall be exchangeable for other Series 2021B Bonds in the manner and upon the terms set forth in the Indenture or the Fiscal Officer’s Certificate.

(b) **Execution, Interest Rates and Maturities.** The Series 2021 Bonds shall be executed by the signatures of the Mayor and Fiscal Officer of the Issuer and shall bear the official seal of the Issuer (provided that both of such signatures and such seal may be facsimiles) and shall bear the manual authenticating signature of an authorized signer of the Registrar or the Trustee, as appropriate. The Series 2021 Bonds shall bear interest from the most recent date to which interest has been paid or duly provided for, or, if no interest has been paid or duly provided for, from their dates. The Series 2021 Bonds shall mature or be subject to mandatory sinking fund redemption at the times and in the respective principal amounts, and such principal amounts shall bear interest payable semiannually on each Interest Payment Date, at the respective rates per annum, as determined by the Fiscal Officer (after negotiation with the Original Purchaser of the Series 2021 Bonds) and set forth in the Fiscal Officer’s Certificate or in a bond purchase agreement, as applicable. All Series 2021 Bonds shall finally mature not later than forty (40) years from their first principal maturity date or mandatory sinking fund redemption date or as further specified in the Fiscal Officer’s Certificate.

(c) **Optional Redemption.** The Series 2021 Bonds of the maturities specified in the Fiscal Officer’s Certificate or, if applicable, in the purchase agreement authorized in Section 5 of this Ordinance shall be subject to redemption, in the manner provided in the Fiscal Officer’s Certificate or the Indenture, as applicable, at the option of the Issuer, either in whole or in part, at the times and at the redemption prices (expressed as percentages of the principal amount to be redeemed) set forth in the Fiscal Officer’s Certificate or Indenture, as applicable, plus accrued interest to the date fixed for redemption.

(d) **Payment.** Bond Service Charges with respect to the Series 2021 Bonds shall be payable in lawful money of the United States of America without deduction for the services of

the Trustee or the Paying Agent, in the manner provided in the Fiscal Officer's Certificate or the Indenture, as applicable.

(e) Variable Rate Bonds. In the event that the Fiscal Officer, based on the written advice of the Financial Advisor, determines that the City's best interests will be served by causing the Series 2021 Bonds, or any series thereof, to be obligations bearing interest at variable interest rates, then the Fiscal Officer is authorized to so specify in the Fiscal Officer's Certificate for that Series. If the Fiscal Officer so determines, then the method and procedure (including any Authorized Denominations as set forth in the Fiscal Officer's Certificate) by which the variable rate of interest to be borne by such Series 2021 Bonds shall be determined as provided in the applicable Supplemental Indenture, whether by auction, by reference to a market index, by a remarketing agent or otherwise; provided that no variable rate Series 2021 Bonds shall bear interest at a rate in excess of sixteen percent (16%) per year. Notwithstanding that limitation, variable rate Series 2021 Bonds held by a provider of a Credit Support Instrument may bear interest at a rate not in excess of twenty-five percent (25%) per year as provided in the agreement with the provider of the Credit Support Instrument. The Fiscal Officer may determine that the terms of variable rate Series 2021 Bonds may or may not permit the Holders to tender their variable rate Series 2021 Bonds for purchase by the City. If the Fiscal Officer designates any Series 2021 Bonds as variable rate Series 2021 Bonds, and if the Holders of those Series 2021 Bonds are to be entitled to tender those Series 2021 Bonds for purchase, then the Fiscal Officer shall also designate in the Fiscal Officer's Certificate for those variable rate Series 2021 Bonds, the tender agent or agents and the remarketing agent or agents, which designations shall be based on the determination of the Fiscal Officer, based on the written advice of the Financial Advisor, that the parties so designated possess the requisite resources and experience to provide the services required of them and that the terms on which the designated parties have agreed to provide such services are fair and commercially reasonable. The Fiscal Officer is authorized to enter into agreements in connection with the delivery of the Series 2021 Bonds, and from time to time thereafter so long as the Series 2021 Bonds are outstanding, with providers of Credit Support Instruments, tender agents (which may be the Trustee), remarketing agents (which may be any of the Original Purchasers) and others as may be determined by the Fiscal Officer to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender and providing for payment of the purchase price of, or debt service on, the variable rate Series 2021 Bonds. In the event the variable rate Series 2021 Bonds are issued as auction rate obligations, the Fiscal Officer is authorized to enter into agreements with auction agents and others, or to cause the Trustee to enter into those agreements, based on the written advice of the Financial Advisor that the parties so designated possess the requisite resources and experience to provide the services required of them and that the terms on which the designated parties have agreed to provide such services are fair and commercially reasonable.

The Fiscal Officer, in connection with the original issuance of any Series 2021 Bonds, and regardless of whether such Series 2021 Bonds bear interest at variable or fixed rates, is authorized to contract for a Credit Support Instrument, and to pay the costs of it from proceeds of the Series 2021A Bonds and/or the Series 2021B Bonds, as appropriate, if he determines, based on the written advice of the Financial Advisor, that the Credit Support Instrument will result in a savings in the cost of the financing to the City.

(f) Refunding. Bonds to be refunded shall be designated by the Fiscal Officer in the

Fiscal Officer's Certificate and shall consist of those Series 2011A Bonds, Series 2012A Bonds, Series 2015A Bonds, Series 2015B Bonds, Series 2015C Bonds, Series 2016A Bonds, Series 2016B Bonds, Series 2016C Bonds, Series 2017A Bonds, Series 2019A Bonds, Series 2019B Bonds, Series 2020A Bonds, and/or any other Outstanding Bonds that can be refunded (and thereby deemed no longer Outstanding for purposes of the Indenture) with the proceeds of the Series 2021B Bonds, the refunding of which Refunded Bonds will enable the City, in the judgment of the Fiscal Officer, based on the written advice of the Financial Advisor, to obtain net present value debt service savings with respect to the Refunded Bonds. The Refunded Bonds shall be called for redemption or retired on the date or dates specified in the Fiscal Officer's Certificate. The redemption dates so specified shall be the dates required under the Code for compliance with Section 149(d) of the Code and other applicable federal tax laws.

Section 4. Terms of All Series 2021 Bonds. The Series 2021 Bonds shall bear such designations as may be necessary to distinguish it from other series of Series 2021 Bonds. All Series 2021 Bonds shall be payable as to principal, premium, if any, and interest in lawful money of the United States, shall be in such form as provided in the Indenture, shall be negotiable instruments, shall express on their face the purpose for which they are issued and such other statements or legends as may be required by law, and shall be issued pursuant to Article XVIII of the Ohio Constitution and the Charter and ordinances of the Issuer.

All Series 2021 Bonds shall be executed and authenticated in the manner provided in the Indenture or in the manner provided by the applicable law in effect at the time of their issuance. In case any officer whose signature or a facsimile of whose signature shall appear on any Series 2021 Bonds shall cease to be such officer before the issuance, authentication or delivery of such Series 2021 Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if he had remained in office until that time.

Section 5. Sale of the Series 2021 Bonds. Notwithstanding any provisions to the contrary in Cincinnati Municipal Code Section 303-7, the Fiscal Officer is hereby authorized to award and sell the Series 2021 Bonds at public or private sale, in his or her sound discretion without further action by this Legislative Authority, at such price (but not less than 97% of par, excluding original issue discount) as is determined by the Fiscal Officer, plus accrued interest on the aggregate principal amount of the Series 2021 Bonds from their dates to the date of delivery and payment. The Executive Officer or Fiscal Officer is hereby authorized to make arrangements for the delivery of the Series 2021 Bonds to, and payment therefor by, the purchaser or purchasers thereof at the price determined by the Fiscal Officer; and the Executive Officer or Fiscal Officer is hereby authorized to execute one or more purchase agreements for the Series 2021 Bonds without further action by this Legislative Authority.

Section 6. Allocation of Proceeds of the Series 2021 Bonds. The proceeds received by the Issuer from the sale of the Series 2021 Bonds shall be allocated, and are hereby appropriated, in the amounts, and to the funds, set forth in the Fiscal Officer's Certificate or the Indenture, as applicable.

Section 7. Security for the Series 2021 Bonds. As provided herein, the Series 2021A Bonds, the Series 2021B Bonds, the Series 2020A Bonds, the Series 2019A Bonds, the Series 2019B Bonds, the Series 2017A Bonds, the Series 2016A Bonds, the Series 2016B Bonds, the

Series 2016C Bonds, the Series 2015A Bonds, the Series 2015B Bonds, the Series 2015C Bonds, the Series 2012A Bonds, the Series 2011A Bonds, and any other Additional Bonds shall be payable, after provision for the reasonable Operating and Maintenance Expenses of the Utility, solely from the Net Revenues and the Special Funds and shall be secured by the Indenture constituting a lien upon the Net Revenues and the Special Funds, and anything in the Bond Legislation, the Series 2021 Bonds or the Indenture to the contrary notwithstanding, neither the Bond Legislation, the Series 2021 Bonds, nor the Indenture shall constitute a debt or a pledge of the faith, general credit, taxing power, or general funds of the Issuer, and the Series 2021 Bonds shall contain on the face thereof a statement to the effect that the Series 2021 Bonds are not general obligations of the Issuer but are payable solely from the aforesaid sources pledged to their payment; provided, however, that nothing herein shall be deemed to prohibit the Issuer, of its own volition, from using to the extent it is lawfully authorized to do so, any other resources or revenues for the fulfillment of any of the terms, conditions or obligations of the Bond Legislation, the Series 2021 Bonds or the Indenture.

Section 8. Additional Provisions with Respect to Series 2021 Bonds. The Executive Officer and the Fiscal Officer are hereby authorized to make provision consistent with this Bond Legislation in the Indenture securing the Series 2021 Bonds for the application of the Revenues; creation of such funds including a bond service account, as are necessary or appropriate; investment of moneys in such funds; use of such funds; recordkeeping; issuance of Additional Bonds; such other covenants of the Issuer as are necessary or appropriate; and such other matters as are customary or appropriate to be contained in the Indenture.

Section 9. Covenants of Issuer. The Issuer hereby reaffirms all of its warranties and covenants with the Bondholders and the Trustee set forth in the Indenture and declares them to apply to the Series 2021 Bonds.

Section 10. Execution of Sixteenth Supplemental Trust Agreement and Other Documents. The Executive Officer and the Fiscal Officer are each hereby authorized to execute, acknowledge and deliver, on behalf of the Issuer, to the Trustee a Sixteenth Supplemental Trust Agreement.

This Legislative Authority hereby approves the amendments to the Indenture, as set forth in the Sixteenth Supplemental Trust Agreement to be executed in connection with the issuance and delivery of the Series 2021 Bonds. Such amendments shall be approved by the Executive Officer and the Fiscal Officer, with acceptance of such changes thereto conclusively evidenced by execution of such Sixteenth Supplemental Trust Agreement.

The Fiscal Officer is hereby authorized to exercise his or her discretion in order to set the terms contained in the Fiscal Officer's Certificate and to execute and deliver the same.

The Executive Officer and the Fiscal Officer are each hereby separately authorized to take any and all actions and to execute such other instruments that may be necessary or appropriate in the opinion of Dinsmore & Shohl LLP, as Bond Counsel, in order to effect the issuance of the Series 2021 Bonds and the intent of the Bond Legislation. The Fiscal Officer, or other appropriate officer of the Issuer, shall certify a true transcript of all proceedings had with respect to the issuance of the Series 2021 Bonds, along with such information from the records

of the Issuer as is necessary to determine the regularity and validity of the issuance of the Series 2021 Bonds.

This Bond Legislation shall constitute a part of the Indenture as therein provided and for all purposes of the Indenture, including, without limitation, application to the Bond Legislation of the provisions in the Indenture relating to amendment, modification and supplementation, and provisions for severability.

Section 11. Offering Document. The Executive Officer and the Fiscal Officer are each authorized to execute and deliver a preliminary offering document and a final document on behalf of the Issuer, which shall be in such form as such officers may approve, their execution thereof on behalf of the Issuer to be conclusive evidence of such approval, and copies thereof are hereby authorized to be prepared and furnished to the Original Purchaser of the Series 2021 Bonds for distribution to prospective purchasers of the Series 2021 Bonds and other interested persons.

The Executive Officer and the Fiscal Officer on behalf of the Issuer are hereby each authorized to furnish such information, to execute such instruments and to take such other actions in cooperation with the Original Purchaser of the Series 2021 Bonds as may be reasonably requested to qualify the Series 2021 Bonds for offer and sale under the Blue Sky or other securities laws and regulations and to determine their eligibility for investment under the laws and regulations of such states and other jurisdictions of the United States of America as may be designated by the Original Purchaser; provided however, that the Issuer shall not be required to register as a dealer or broker in any such state or jurisdiction or become subject to the service of process in any jurisdiction in which the Issuer is not now subject to such service.

Section 12. Tax Exemption. This Legislative Authority, for and on behalf of the City of Cincinnati, Hamilton County, Ohio, hereby covenants that it will restrict the use of the proceeds of the tax-exempt Series 2021 Bonds hereby authorized in such manner and to such extent, if any, and take such other actions as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or that they will not constitute “arbitrage bonds” under Sections 103(b)(2) and 148 of the Code. The Fiscal Officer or any other officer having responsibility with respect to the issuance of the tax-exempt Series 2021 Bonds is authorized and directed to give an appropriate certificate on behalf of the City on the date of delivery of the tax-exempt Series 2021 Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

The tax-exempt Series 2021 Bonds are not designated “qualified tax-exempt obligations” for the purposes set forth in Section 265(b)(3) of the Code.

Section 13. Escrow Securities and Escrow Agreement. With respect to the funding of any escrow or escrows necessary or appropriate in connection with the refunding of any Outstanding Bonds with the proceeds of the Series 2021B Bonds or any cash defeasance by the Issuer, the Fiscal Officer is hereby authorized to take any and all appropriate action for the order

and purchase, at the appropriate time, Escrow Securities for the credit of such escrow or escrows and if necessary, to execute an escrow agreement with the Trustee for the defeasance of such Outstanding Bonds to be refunded. Such Escrow Securities may be in the form or forms recommended in writing by the Financial Advisor and approved by Dinsmore & Shohl LLP. The Financial Advisor (or a subsidiary or related entity of the Financial Advisor), is hereby specifically authorized to procure on behalf of the Issuer, at the appropriate time, Escrow Securities such as open market treasuries and similar defeasance obligations for the credit of the escrow fund(s) as provided in the Escrow Agreement.

Any attorney with the firm of Dinsmore & Shohl LLP is hereby specifically authorized to execute and file on behalf of the Issuer any subscriptions for United States Treasury Obligations, State and Local Government Series, as may be necessary, in order to fund, in part, such escrow or escrows in connection with the refunding of any Outstanding Bonds. In addition, the Fiscal Officer is hereby authorized to employ a verification agent with respect to the refunding of any Outstanding Bond.

Section 14. Severability. Should it be judicially determined by a court having jurisdiction to pass upon the validity of the Bond Legislation, the Indenture or the Series 2021 Bonds, that any provision of the Bond Legislation is beyond the powers of the Legislative Authority or the Issuer, or is otherwise invalid, then such decision shall in no way affect the validity of the Bond Legislation, the Indenture or the Series 2021 Bonds, or any proceedings related thereto, except as to the particular matters found by such decision to be invalid.

Section 15. Appointment of Receiver. In the event that any litigation is commenced or pending in which the Issuer is a party, involving the Utility, the operation of the same, the Revenues from the same, or wrongful performance or failure to perform any of the terms and conditions of this Bond Legislation, and there is at such time any default in the payment of any of the Series 2021 Bonds or interest thereon, any court having jurisdiction may appoint a receiver to administer and operate said Utility on behalf of the Issuer, with full power to pay and to provide for the payment of the Series 2021 Bonds, and for the payment of the Operating and Maintenance Expenses, and to apply the Revenues to the payment of such Series 2021 Bonds and interest thereon in accordance with the provisions of this Bond Legislation.

The power of such receiver to provide for the payment of such Series 2021 Bonds shall not be construed as pledging the general credit of the Issuer to the payment of said Series 2021 Bonds, or any part thereof or interest thereon. Such receiver shall have such power, under the direction of the court, as receivers in general equity cases.

Section 16. Continuing Disclosure. This Legislative Authority hereby covenants and agrees that it will execute, comply with and carry out all of the provisions of a continuing disclosure certificate dated the date of issuance and delivery of the Series 2021 Bonds (the "Continuing Disclosure Certificate") in connection with the issuance of the Series 2021 Bonds. Failure to comply with any such provisions of the Continuing Disclosure Certificate shall not constitute a default on the Series 2021 Bonds; however, any holder of the Series 2021 Bonds may take such action as may be necessary and appropriate, including seeking specific performance, to cause the Issuer to comply with its obligation under this section and the Continuing Disclosure Certificate.

Section 17. The Legislative Authority hereby finds and determines that all formal actions relative to the adoption of this Bond Legislation were taken in an open meeting of this Legislative Authority, and that all deliberations of this Legislative Authority 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 Ohio Revised Code Section 121.22.

Section 18. That this ordinance shall be an emergency measure necessary for the preservation of the public peace, health, safety and general welfare and shall, subject to the terms of Article II, Section 6 of the Charter, be effective immediately. The reason for the emergency is that the sale of the Bonds or Notes authorized herein may be required within thirty days of passage of this ordinance in order to take advantage of currently favorable interest rates.

Passed: _____, 2021

John Cranley, Mayor

Attest: _____

Clerk

EXHIBIT A

PROJECT LIST

Project Name	2022	2023	2024	2025	2026	2027
Fleet OTEA	1,200,000	1,200,000	1,500,000	1,500,000	1,500,000	1,500,000
Non-Fleet OTEA	270,000	270,000	270,000	270,000	270,000	270,000
Bolton Plant Heating Ventilation Air Conditioning	80,000	80,000	-	-	-	-
Bolton Plant Well Pump Motor Upgrade	45,000	45,000	45,000	45,000	45,000	45,000
Crane Equipment Improvements	50,000	50,000	-	-	-	-
Electrical Arc Flash Equipment Upgrade	140,000	-	-	-	-	-
Electrical Transformers	250,000	250,000	250,000	250,000	250,000	250,000
Field Application Replacement on Large Pumps	70,000	70,000	-	-	-	-
Horizontal Pump Upgrades	200,000	-	-	200,000	200,000	200,000
Lamella Sludge Collection Upgrade	-	-	100,000	-	1,500,000	1,500,000
Large Motor Rewind Program (Annual)	150,000	150,000	-	-	-	-
Miller Plant Chemical Storage Tank Upgrade	-	-	-	60,000	60,000	60,000
Miller Plant Compressor Upgrade	50,000	50,000	-	-	-	-
Miller Plant Heating Ventilation Air Conditioning	300,000	300,000	300,000	300,000	-	-
Miller Plant Large Valve Upgrade	300,000	100,000	100,000	100,000	100,000	100,000
Miller Plant Substation Redundancy	-	-	-	-	-	-
Minor Building Upgrades	50,000	50,000	50,000	50,000	50,000	50,000
Motor Control Center Equipment	100,000	100,000	100,000	100,000	100,000	100,000
Outlying Pump Station Improvements	50,000	50,000	50,000	50,000	50,000	50,000
Pump and Motor Replacement	-	2,500,000	-	-	-	-
Pump Monitoring Program	200,000	-	-	-	-	-
Regeneration Furnace Equipment	100,000	100,000	100,000	100,000	100,000	100,000
Regulator Replacement / Remote Monitoring	250,000	-	-	-	-	-
SCADA Human Machine Interface	-	1,500,000	1,000,000	-	-	-
SCADA Remote Terminal Units	186,000	186,000	-	-	-	-
Station Valve Equipment	100,000	100,000	100,000	100,000	100,000	100,000
Variable Frequency Drives Main Station/Tennyson	-	2,000,000	-	-	-	-
Vertical Pumps Upgrade	100,000	100,000	100,000	100,000	100,000	100,000
Meter Battery and Register Replacement	6,000,000	4,213,500	6,373,000	8,000,000	6,000,000	6,000,000
Valve Replacement Program	340,000	350,000	350,000	350,000	350,000	350,000

Project Name	2022	2023	2024	2025	2026	2027
Autoclave	-	-	-	-	70,000	-
Booster Chlorination in Distribution System	-	-	750,000	-	-	-
Continuous Water Quality Monitors	150,000	150,000	150,000	150,000	150,000	150,000
Gas Chromatograph-ECD (HAAs)	-	-	100,000	-	-	-
Gas Chromatograph-MS (MIB and GEOS)	-	-	-	125,000	-	-
Gas Chromatograph-MS (VOCs, THMs)	-	-	125,000	-	-	-
Gas Chromatograph (SVOC)	-	-	-	-	-	150,000
Liquid Chromatograph Mass Spectrometer	-	300,000	-	-	-	-
Miller Plant Filter Rebuild	1,000,000	-	-	500,000	500,000	500,000
Nitrogen Generator	-	40,000	-	-	-	-
Phosphate Feed Systems	-	-	4,500,000	-	-	-
Sand Filter Backwash Water Treatment System	50,000	2,000,000	-	-	-	-
Total Organic Carbon Analyzer	-	-	-	60,000	-	-
Castings/Street Improvements	470,000	480,000	480,000	480,000	480,000	480,000
Lead Service Line Replacement Projects (T-16)	7,000,000	9,000,000	9,000,000	8,000,000	10,000,000	7,000,000
Master Plan Water Mains (T-10)	-	-	-	-	-	-
Miller Plant Clearwell	5,848,000	-	-	-	-	-
Miller Plant Upgrades	-	-	-	-	-	-
Miscellaneous Concrete/Pavement Replacement	300,000	300,000	300,000	300,000	300,000	300,000
Miscellaneous Masonry Replacement	150,000	150,000	150,000	150,000	150,000	150,000
New Water Mains Allocation Program (T-11)	1,125,500	-	500,000	500,000	500,000	500,000
Private Development Allocation Program	1,035,500	1,066,500	500,000	500,000	500,000	500,000
Rehabilitate Water Mains Allocation Program (T-13)	1,125,500	-	-	-	-	-
Replacement Water Mains Allocation Program	26,250,500	27,535,000	28,375,000	31,125,000	31,751,000	34,375,000
Reservoir Solids Removal	200,000	-	-	-	-	-
Roof Replacement	400,000	400,000	400,000	400,000	400,000	400,000
Street Improvement Allocation Program	8,767,000	9,054,000	9,352,000	9,605,000	9,894,000	10,190,000
Sutton Reservoir	-	150,000	-	3,000,000	-	-
Tank Coating	-	-	-	-	1,000,000	1,000,000
Computers, Servers, and Software	500,000	500,000	500,000	500,000	500,000	500,000
CPC SAN Replacement	350,000	-	-	-	-	-
Data Center Backup and Recovery Hardware Replacement	240,000	-	-	-	-	-
Kronos Timekeeper Upgrade and Expansion	-	30,000	-	30,000	30,000	30,000
Maximo Optimization	350,000	-	-	-	-	-
OnBase System Upgrade	30,000	30,000	30,000	-	-	-

Project Name	2022	2023	2024	2025	2026	2027
Oracle Customer Care and Billing Upgrade	750,000	2,000,000	1,000,000	-	-	-
SCADA SAN Replacement	275,000	-	-	-	-	-
SCADA Virtual Environment Replacement	52,000	-	-	-	-	-
Total	67,000,000	67,000,000	67,000,000	67,000,000	67,000,000	67,000,000