

ORDINANCE NO. 91-13

AN ORDINANCE AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND AMENDMENT TO THE LEASE DATED AS OF DECEMBER 1, 2011 IN CONNECTION WITH THE \$9,000,000 HEALTH CARE FACILITIES REVENUE BONDS, SERIES 2011 (WESLEY RIDGE RESIDENCE CORPORATION) PREVIOUSLY ISSUED BY THE CITY OF REYNOLDSBURG, OHIO; PROVIDING FOR AND AUTHORIZING CERTAIN OTHER MATTERS RELATED TO SUCH BONDS; AND DECLARING AN EMERGENCY.

WHEREAS, the City of Reynoldsburg, Ohio (the "Issuer") is a municipal corporation and political subdivision in and of the State of Ohio (the "State"), is duly organized and existing under and by virtue of the laws of the State and its Charter, and is authorized and empowered by virtue of the laws of the State, including without limitation, Chapter 140 of the Ohio Revised Code (the "Act"), and the Issuer's Charter among other things: (i) to acquire, construct, improve and equip "hospital facilities" as defined in the Act ("Hospital Facilities"), and to acquire real estate and interests therein, including without limitation, improvements situated thereon comprising hospital facilities; (ii) to issue its revenue bonds for the purpose of (a) paying the "costs of hospital facilities," as defined in the Act, (b) paying for the reimbursement of all moneys advanced or applied by a hospital agency or others or borrowed from others for the payment of any item or items of "costs of hospital facilities," and (c) paying all other necessary or incidental expenses thereto and to the issuance of such revenue obligations, (iii) to enter into lease agreements with a "nonprofit hospital agency," as defined in the Act ("Hospital Agency"), to provide for revenues to pay the principal of and interest and any premium on those revenue bonds; (iv) to enter into agreements with another "public hospital agency", as defined in the Act, whereby such other public hospital agency shall be permitted to issue health care facilities revenue bonds to finance the costs of Hospital Facilities located within the Issuer, and (v) to enact this Ordinance and to execute and deliver certain other documents and instruments upon the terms and conditions provided herein and therein, and

WHEREAS, the Issuer has previously issued, sold and delivered, on behalf of Wesley Ridge Residence Corporation, an Ohio nonprofit corporation ("Wesley Ridge"), its \$9,000,000 Health Care Facilities Revenue Bonds, Series 2011 (Wesley Ridge Residence Corporation) (the "Series 2011 Bonds");

WHEREAS, fifty percent of the outstanding Series 2011 Bonds are held by each of (i) The Huntington National Bank, as successor to FirstMerit Bank, N.A. ("HNB") and (ii) Huntington Public Capital Corporation ("HPCC"); and

WHEREAS, HNB, HPCC and Wesley Ridge have agreed to certain amendments to the Lease dated as of December 1, 2011 (as previously supplemented and amended, the "Lease"), between the Issuer and Wesley Ridge, including an amendment to the interest rate formula with respect to the Series 2011 Bonds and have requested the Issuer to authorize the execution and delivery of a Second Amendment to the Lease dated as of December 1, 2011 to implement such amendments; and

WHEREAS, it is necessary in connection with the matters described above to provide for the authorization of a Second Amendment to the Lease dated as of December 1, 2011 and to authorize certain other actions and documents; and

WHEREAS, passage of this Ordinance as an emergency measure is necessary for the immediate preservation of the public peace, health or safety of the residents of the Issuer, because of Wesley Ridge's need to modify the Series 2011 Bonds as soon as possible in order to provide for the financial benefits thereof to Wesley Ridge, which will in turn be for the benefit and economic welfare of the Issuer as Wesley Ridge provides health care services for residents of the Issuer;

NOW, THEREFORE, BE IT ORDAINED, by the Council of the City of Reynoldsburg, Fairfield, Franklin and Licking Counties, Ohio that:

Section 1. Second Amendment to the Lease. To provide for the modification of the terms of the Series 2011 Bonds pursuant to an agreement between Wesley Ridge, HPCC and HNB, and the consummation of the transactions contemplated herein, this Council hereby consents to, authorizes and approves the execution and delivery of a Second Amendment to the Lease Dated as of December 1, 2011 (the "Second Amendment") substantially in the form thereof now on file with this Council. The Mayor or the City Auditor, or any other official of the Issuer, acting alone or in conjunction with any of the foregoing, is authorized and directed to execute and deliver in the name and on behalf of the Issuer, the Second Amendment in substantially the form submitted to this Council.

The Second Amendment is approved with changes therein which are not inconsistent with this Ordinance, which are not substantially adverse to the Issuer, which are permitted by the Act and the Issuer's Charter, and which are approved by the official or officials executing the Second Amendment. The approval of those changes by that official or officials, and the character of those changes as not being substantially adverse to the Issuer, shall be evidenced conclusively by the execution of the Second Amendment by that official or officials.

Section 2. Other Documents. The Mayor or the City Auditor, or any other official of the Issuer, acting alone or in conjunction with any of the foregoing, is authorized and directed to execute, deliver and, if applicable, file, for and in the name and on behalf of the Issuer, any certificates, documents and instruments in connection with the execution and delivery of the Second Amendment as may be required, necessary or appropriate, including a tax compliance agreement and other documents necessary to maintain the exclusion of interest on the Series 2011 Bonds from gross income for federal income tax purposes. Such documents, including the ones specifically authorized hereby, shall be subject to such changes, insertions and omissions as may be, in the opinion of the City Attorney or Bond Counsel, necessary or appropriate to consummate the transactions contemplated herein.

Section 3. No Personal Liability. No recourse under or upon any obligation, covenant, acceptance of agreement contained in this Ordinance, or in any Series 2011 Bond, or in the Second Amendment, or under any judgment obtained against the Issuer or by the

enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against any officer, official, employee or agent as such, past, present, or future, of the Issuer, including any member of this Council, either directly or through the Issuer, or otherwise, for the payment for or to the Issuer or any receiver thereof, or for or to any holder of any Series 2011 Bond, or otherwise, of any sum that may be due and unpaid by the Issuer upon any of the Series 2011 Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such officer, official, employee or agent, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the Issuer or any receiver thereof, or for or to the owner or any holder of any Series 2011 Bond, or otherwise, of any sum that may remain due and unpaid upon any Series 2011 Bond shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the Second Amendment.

Section 4. Repeal of Conflicting Ordinances and Resolutions; Severability. All resolutions, ordinances and orders, or parts thereof, in conflict with the provisions of this Ordinance are, to the extent of such conflict, hereby repealed. If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

Section 5. Compliance with Open Meeting Requirements. It is hereby found and determined that all formal actions of this Council concerning and relating 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 of its committees that resulted in such formal action, were in meetings open to the public, in full compliance with all legal requirements, including Section 121.22, Ohio Revised Code.

Section 6. Publication of Ordinance by Title. This Ordinance may be published by number and title only as provided for ordinances of this Council of a general nature or providing for improvements by the Issuer's Charter, as amended.

Section 7. Emergency. This Ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health or safety of the residents of this City, because Wesley Ridge needs to modify the Series 2011 Bonds as soon as possible in order to provide for the financial benefits thereof to Wesley Ridge, which will in turn be for the benefit and economic welfare of the Issuer as Wesley Ridge provides health care services for residents of the Issuer, for which reason and for other reasons manifest to this Council, this Ordinance is hereby declared to be an emergency measure and shall take effect and be in force immediately after passage and approval by the Mayor.

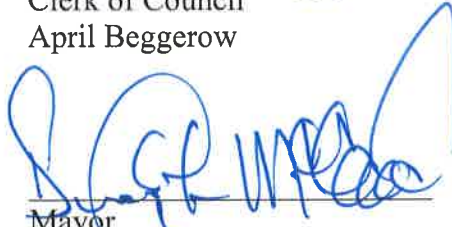
Passed: September 24, 2018

Attest:

  
Clerk of Council  
April Beggerow

  
President of Council  
Doug Joseph

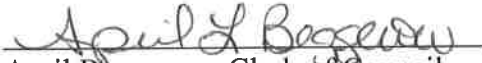
Approved:

  
Mayor  
Bradley L. McCloud

Date: September 25, 2018

**CERTIFICATE**

I, April Beggerow, Clerk of Council, City of Reynoldsburg, Ohio, do hereby certify the foregoing to be a true and correct copy of Ordinance No. 91-18 as passed by Council of said City on the 24<sup>th</sup> day of September, 2018 and as recorded in the Record of Proceedings of said Council.

  
April Beggerow, Clerk of Council

Filed with Mayor: September 25, 2018

Published: September 26 2018