Board of Trustees
Karl B. Schultz
Kendal A. Tracy
Mary Makley Wolff

Fiscal Officer
Eric C. Ferry

Administrator
Jeffrey A. Wright

Miami Township
6101 Meijer Drive • Milford, OH 45150-2189

Administration
248-3725
248-3730 (fax)
Community Development
248-3731
Service Department
248-3728
Police Department
248-3721
Fire / EMS
248-3700
Parks / Recreation
248-3727

RESOLUTION 2016-25

The Board of Trustees of Miami Township, Clermont County, Ohio met in regular session at the Miami Township Civic Center on April 19, 2016 with the following members present: Karl Schultz and Ken Tracy.

__MR. TRACY__ made a motion to adopt the following Resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED $500,000 EMERGENCY EQUIPMENT ACQUISITION BONDS FOR THE PURPOSE OF PURCHASING NEW AMBULANCES, AUTHORIZING THE EXECUTION OF A BOND PURCHASE AGREEMENT APPROPRIATE FOR THE SALE OF THE BONDS, THE EXECUTION OF A CERTIFICATE OF AWARD CONTAINING THE FINAL TERMS OF THE BONDS, THE PREPRATION OF AN OFFICIAL STATEMENT, AND THE EXECUTION OF OTHER NECESSARY AGREEMENTS AND CERTIFICATES, DISPENSING WITH THE SECOND READING AND DECLARING AN EMERGENCY

WHEREAS, the Board of Trustees (the "Board") of Miami Township, Clermont County, Ohio ("Township") has determined it is necessary to acquire two new ambulances for the fire department; and

WHEREAS, the Fiscal Officer of the Township has certified that the useful life of the asset is at least five (5) years and the maximum maturity of said bonds is ten (10) years;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Miami Township, County of Clermont, Ohio:

SECTION 1. That it is necessary to issue and sell bonds (the "Bonds") of Miami Township, Clermont County, Ohio in the principal sum of not to exceed $500,000 for the purpose of paying the cost of acquiring two new ambulances for the fire department and paying certain costs related to the issuance of the Bonds, together with other permissible costs under the Uniform Public Securities Law, including financing costs, the costs of printing the Bonds or other evidences of indebtedness, expense of delivery of bonds, service charges of the paying agent, legal services and obtaining an approving legal opinion and other permissible costs.

SECTION 2. That Bonds of Miami Township, Ohio shall be issued in said principal sum of not to exceed $500,000 for the purpose aforesaid under authority of the general laws of the State of Ohio, particularly the Uniform Public Securities Law of the Revised Code. Said Bonds shall be issued in denominations of $5,000 or any integral multiple thereof, shall be numbered from 1 (or R-1) upward, shall be dated such date as is set forth in the Certificate of

Award and shall bear interest at such rates per annum and at a net interest cost as set forth in the Certificate of Award (but such net interest costs shall not be in excess of five per centum (5.00%) per annum), payable semiannually on each June 1 and December 1 (each an "Interest Payment Date") of each year, commencing December 1, 2016, or such other dates as are determined by the Fiscal Officer, until the principal sum is paid, as set forth in the Certificate of Award, within the limitations set forth in Chapter 133 of the Ohio Revised Code, without further action of the Board of Township Trustees. The Bonds shall be subject to mandatory and optional redemption as set forth in the Certificate of Award.

The Township Administrator is hereby authorized to conduct such sale and to execute and deliver, without further action of the Board of Township Trustees, the Certificate of Award setting forth the final terms of the Bonds. The signature of said officer on the Certificate of Award shall be conclusive evidence that the terms of the Bonds are acceptable to the Township.

SECTION 3. That said Bonds shall be designated "Emergency Equipment Acquisition General Obligation Bonds" (the "Bonds"). The Bonds shall express upon their faces the purpose for which they are issued and that they are issued in pursuance of this resolution. The Bonds shall be in fully registered form. The Bonds shall bear the signatures of at least two of the members of this Board of Township Trustees and of the Fiscal Officer, which may be facsimile signatures, provided that the Bonds shall bear the manual authenticating signature of an authorized representative of the bank of financial institution selected by the fiscal officer to act as the Paying Agent and Registrar (the "Paying Agent and Registrar") for the Bonds. The principal amount of each Bond shall be payable at the principal office of the Paying Agent and Registrar and interest thereon shall be payable on each interest payment date to the person whose name appears on the record date (May 15 and November 15 for each June 1 and December 1 interest payment date, respectively) on the bond registration records as the registered owner thereof, by check or draft mailed to such registered owner's address as it appears on such registration records.

The Bonds shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the principal office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. The Township and the Paying Agent and Registrar shall not be required to transfer any Bond during the 15-day period preceding any Interest Payment Date, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount will be issued to the transferee in exchange therefor.

The Township and the Paying Agent and Registrar may deem and treat the registered owner of the Bonds as the absolute owner thereof for all purposes, and neither the Township nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

The Fiscal Officer and/or the Township Administrator are hereby authorized to enter into a Bond Registrar Agreement with the Paying Agent and Registrar to provide for the payment of principal and interest on the Bonds to the registered holders of the Bonds. Such Bond Registrar Agreement shall be in such form as is approved by bond counsel.

SECTION 4. That the Fiscal Officer and the Board of Township Trustees are hereby authorized to combine these Bonds with three other bond issues authorized under separate legislation into a single consolidated issue of bonds for purposes of their sale as a single issue. If so combined, the consolidated issue of bonds shall be known as "Various Purpose General Obligation Bonds, Series 2016"; such consolidated issue shall be dated, mature and bear interest, be executed and be denominated in a manner consistent with the provisions of this resolution relating to the bonds, authorized herein. The proceeds from the sale of such consolidated issue shall be apportioned, deposited and credited in accordance with Section 133.32 of the Revised Code to the respective purposes and funds in accordance with the amount of bonds authorized by this resolution, the amount of bonds authorized by the resolution providing for the issuance of not to exceed $3,365,000 Fire Station Improvement Bonds and the amount of bonds authorized by the resolution providing for the issuance of not to exceed $500,000 Building Improvement Bonds and the amount of bonds authorized by the resolution providing for the issuance of not to exceed $800,000 Sewer Improvement Bonds.

SECTION 5. That for the payment of said Bonds and the interest thereon, the full faith, credit and revenues of the Township are hereby irrevocably pledged and for the purpose of providing the necessary funds to pay the interest on the foregoing issue of Bonds promptly when and as the same falls due, and also to provide a fund sufficient to discharge the Bonds at maturity, there shall be and is hereby levied on all the taxable property in said Township, in addition to all other taxes, a direct tax annually during the period said Bonds are to run, inside of the limitations of Section 2 of Article XII of the Constitution of Ohio, which tax shall be sufficient in amount to provide for the payment of the interest upon said Bonds when and as the same falls due and to provide for the retirement and discharge of the principal of said Bonds at maturity.

Said tax 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 said years are certified, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from said tax levies hereby required shall be placed in a separate and distinct fund, which, together with all interest collected on the same, shall be irrevocably pledged for the payment of the interest and the principal of said Bonds when and as the same fall due; provided, however, to the extent that in each year other available funds are appropriated and applied to the payment of the principal and interest of said Bonds, the amount of such tax shall be reduced by the amount of said funds so appropriated and applied to such payment.

SECTION 6. That said Bonds shall be sold to William Blair & Company, L.L.C., at the purchase price set forth in the Certificate of Award pursuant to the terms of the Bond Purchase Agreement which is hereby authorized and which shall be executed by the Township Administrator without further action of this Board. The proceeds from the sale of said Bonds, including any premium but excepting the accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose and any accrued interest or premium not used for the purpose aforesaid shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds in the manner provided by law.

SECTION 7. That the Board covenants that it will not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Bonds under Section 103(a) of the Code. The Township will not directly or indirectly use or permit the use of any proceeds of the Bonds or any other funds of the Township, or take or omit to take any action that would cause the Bonds to be "arbitrage bonds" within the meaning of Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code"). To that end, the Township will comply with all requirements of Sections 103(b)(2) and 148 of the Code to the extent applicable to the Bonds. In the event that at any time the Township is of the opinion that for purposes of this Section 7 it is necessary to restrict or limit the yield on the investment of any moneys the Township shall take such action as may be necessary. The Board of Trustees of the Township or, any other officer having responsibility with respect to the issuance of the Bonds, is authorized and directed to give an appropriate certificate on behalf of the Township, on the date of delivery of said 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, and to execute and deliver on behalf of the Township an IRS Form 8038-G in connection with the issuance of the Bonds.

These Bonds are designated as "qualified tax-exempt obligations" for the purposes set forth in Section 265(b)(3) of the Code.

SECTION 8. That the Fiscal Officer and the Board of Township Trustees, or any of them, is hereby authorized to take any and all actions which may be necessary to issue the Bonds in book-entry-only form or in such form as will render the Bonds eligible for the services of the Depository Trust Company, New York, New York without further action by this Board of Township Trustees, including execution of all documents necessary therefor.

SECTION 9. That the Fiscal Officer and the Board of Township Trustees, or any of them, is hereby authorized to prepare and cause to be circulated a preliminary official statement with respect to the bonds in form and content satisfactory to them, and to prepare, execute and deliver to the original purchaser of the bonds a reasonable number of copies of an official statement which shall be deemed to be final for purposes of SEC Rule 15c2-12. The execution of the final official statement by either or both of such officers shall be conclusive evidence of its authorization and approval.

SECTION 10. That the Township Administrator and the Board of Township Trustees, or any of them, is hereby authorized to apply, if he deems it appropriate, for a rating or ratings on the Bonds from such ratings agency or agencies as he deems appropriate or for municipal bond insurance from such municipal bond insurance company as he deems appropriate. The Fiscal Officer is further authorized to pay the fee for any rating and the premium for any municipal bond insurance to the extent authorized by law and approved by bond counsel.

SECTION 11. That this Board of Township Trustees hereby covenants and agrees that it will execute, comply with and carry out all of the provisions of the continuing disclosure certificate dated the date of issuance and delivery of the Bonds (the "Continuing Disclosure Certificate") in connection with the issuance of the Bonds. Failure to comply with any such provisions of the Continuing Disclosure Certificate shall not constitute a default on the Bonds;

however, any holder of the Bonds may take such action as may be necessary and appropriate, including seeking specific performance, to cause this Board of Township Trustees to comply with its obligations under this section and the Continuing Disclosure Certificate.

SECTION 12. All appropriate officers of the Township are further authorized to make, execute, acknowledge and deliver such agreements, financing statements, closing certificates and other instruments or documents as are, in the opinion of bond counsel, necessary to carry out the purposes of this resolution.

SECTION 13. That the firm of Peck, Shaffer & Williams, a division of Dinsmore & Shohl LLP ("PSW") is hereby engaged as the Township's "bond counsel" and that the President of the Board of Township Trustees and the Township Administrator are hereby authorized and directed to execute and deliver the engagement letter of PSW in the form on file with the Fiscal Officer.

SECTION 14. That it is found and determined that all formal actions of this Board of Township Trustees concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board; and that all deliberations of this Board of Township Trustees and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law.

SECTION 15. That the Fiscal Officer of this Board be and is hereby directed to forward a copy of this resolution to the County Auditor.

SECTION 16. That the Board does hereby dispense with the requirement that this Resolution be read on two separate days, pursuant to Section 504.10 of the Ohio Revised Code, and authorizes the adoption of this Resolution upon its first reading.

SECTION 17. This Resolution is declared to be an emergency measure necessary for the preservation of the health, safety and well-being of the residents of the Township in order to obtain a favorable interest rate on the Bonds.

SECTION 18. This Resolution shall take effect at the earliest period allowed by law.

First Reading:	April 19 , 2016
Second Reading:	Dispensed with
Effective:	April 19, 2016

MR. SCHULTZ seconded the motion to adopt the Resolution. On the roll call being called the vote resulted as follows:

Mr. Schultz	AYE
Mr. Tracy	AYE

Resolution 2016-25 adopted April 19, 2016

ATTEST:

Eric Ferry, Fiscal Officer

APPROVED AS TO FORM:

Joseph J. Braun, Law Director

APPROVED AS TO CONTENT:

Brenda Wehmer, Township Bond Counsel

CERTIFICATION

I, Eric C. Ferry, Fiscal Officer of Miami Township, do hereby certify that the foregoing is taken and copied from the Record of Proceedings of Miami Township; that the same has been compared by me with the Resolution of said Record and that it is a true and correct copy thereof.

Eric C. Ferry
Fiscal Officer, Miami Township

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a resolution adopted on the 19th day of April, 2016, authorizing the issuance of not to exceed $500,000 Fire Emergency Equipment Acquisition Bonds and that on April 19, 2016, I filed a certified copy of said resolution with the county auditor.

Eric Perry
Fiscal Officer

RECEIPT

Received this day a certified copy of the foregoing resolution.

Linda L. Fraley
County Auditor, County of Clermont, Ohio
by: Charles F. Nitsch
Chief Deputy Auditor

Dated: May 9, 2016

CERTIFICATE OF MEMBERSHIP

The undersigned, Fiscal Officer of the Board of Township Trustees of the Township of Miami, County of Clermont, Ohio, hereby certifies the following to be the officers of said township during the period proceedings were taken authorizing the issuance of not to exceed $500,000 Emergency Equipment Acquisition Bonds, dated as of the date of their issuance:

TRUSTEE

TRUSTEE

TRUSTEE

FISCAL OFFICER

ADMINISTRATOR

Fiscal Officer

TRANSCRIPT CERTIFICATE

The undersigned, Fiscal Officer of the Board of Township Trustees of said Township, hereby certifies that the attached is a true and complete transcript of all proceedings relating to the authorization and issuance of the above-identified obligation.

Fiscal Officer

CERTIFICATE AS TO REMAINING MAXIMUM MATURITY OF BONDS

Based upon information provided by and in response to the request of the Board of Township Trustees of Miami Township, County of Clermont, Ohio, the Fiscal Officer of Miami Township, County of Clermont, Ohio, being the fiscal officer thereof within the meaning of Section 133.20 of the Uniform Public Securities Law of the Ohio Revised Code, hereby certifies at the request of the Board of Township Trustees, that the remaining estimated life or period of usefulness of the improvements, assets and/or property to be made and/or acquired with the proceeds of the sale of not to exceed $500,000 of Bonds for the purpose of purchasing two new ambulances for the fire department and paying certain costs related to the issuance of the Bonds is ten (10) years.

IN WITNESS THEREOF, I have hereunto set my hand this 19TH day of APRIL, 2016.

Fiscal Officer