

# The City Record

Official Publication of the Council of the City of Cleveland



January the Twenty-First, Two Thousand and Fifteen

**Frank G. Jackson**  
Mayor

**Kevin J. Kelley**  
President of Council

**Patricia J. Britt**  
City Clerk, Clerk of Council

**Ward Name**

- 1 Terrell H. Pruitt
- 2 Zachary Reed
- 3 Joe Cimperman
- 4 Kenneth L. Johnson
- 5 Phyllis E. Cleveland
- 6 Mamie J. Mitchell
- 7 TJ Dow
- 8 Michael D. Polensek
- 9 Kevin Conwell
- 10 Jeffrey D. Johnson
- 11 Dona Brady
- 12 Anthony Brancatelli
- 13 Kevin J. Kelley
- 14 Brian J. Cummins
- 15 Matthew Zone
- 16 Brian Kazy
- 17 Martin J. Keane

The City Record is available online at  
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# DIRECTORY OF CITY OFFICIALS

## CITY COUNCIL – LEGISLATIVE

President of Council – Kevin J. Kelley

Ward	Name	Residence	
1	Terrell H. Pruitt	16920 Throckley Avenue	44128
2	Zack Reed	3734 East 149th Street	44120
3	Joe Cimperman	P.O. Box 91688	44101
4	Kenneth L. Johnson	2948 Hampton Road	44120
5	Phyllis E. Cleveland	2369 East 36th Street	44105
6	Mamie J. Mitchell	12701 Shaker Boulevard, #712	44120
7	TJ Dow	7715 Decker Avenue	44103
8	Michael D. Polensek	17855 Brian Avenue	44119
9	Kevin Conwell	10647 Ashbury Avenue	44106
10	Jeffrey D. Johnson	9024 Parkgate Avenue	44108
11	Dona Brady	1272 West Boulevard	44102
12	Anthony Brancatelli	6924 Ottawa Road	44105
13	Kevin J. Kelley	5904 Parkridge Avenue	44144
14	Brian J. Cummins	3104 Mapledale Avenue	44109
15	Matthew Zone	1228 West 69th Street	44102
16	Brian Kazy	601 Lakeside Avenue, Room 220	44114
17	Martin J. Keane	15907 Colletta Lane	44111

City Clerk, Clerk of Council – Patricia J. Britt, 216 City Hall, 664–2840

### MAYOR – Frank G. Jackson

Ken Silliman, Secretary to the Mayor, Chief of Staff  
 Darnell Brown, Executive Assistant to the Mayor, Chief Operating Officer  
 Valarie J. McCall, Executive Assistant to the Mayor, Chief of Government Affairs  
 Martin J. Flask, Executive Assistant to the Mayor of Special Projects  
 Monyka S. Price, Executive Assistant to the Mayor, Chief of Education  
 Jenita McGowan, Executive Assistant to the Mayor, Chief of Sustainability  
 Natoya J. Walker Minor, Executive Assistant to the Mayor, Chief of Public Affairs  
 Edward W. Rybka, Executive Assistant to the Mayor, Chief of Regional Development  
 Dan Williams, Media Relations Director

### OFFICE OF CAPITAL PROJECTS – Matthew L. Spronz, Director

**DIVISIONS:**  
 Architecture and Site Development – Robert Vilkas, Chief Architect, Manager  
 Engineering and Construction – Richard J. Switalski, Manager  
 Real Estate – James DeRosa, Commissioner

### OFFICE OF EQUAL OPPORTUNITY – Melissa K. Burrows, Ph.D., Director

### DEPT. OF LAW – Barbara A. Langhenry, Director, Gary D. Singletary, Chief Counsel,

Richard F. Horvath, Chief Corporate Counsel, Thomas J. Kaiser, Chief Trial Counsel,  
 Victor R. Perez, Chief Assistant Prosecutor, Room 106: John Skrtic, Law Librarian,  
 Room 100

### DEPT. OF FINANCE – Sharon Dumas, Director, Room 104;

Natasha Brandt, Manager, Internal Audit  
**DIVISIONS:**  
 Accounts – Lonya Moss Walker, Commissioner, Room 19  
 Assessments and Licenses – Dedrick Stephens, Commissioner, Room 122  
 City Treasury – James Hartley, Interim Treasurer, Room 115  
 Financial Reporting and Control – James Gentile, Controller, Room 18  
 Information Technology and Services – Douglas Divish, Commissioner, 205 W. St. Clair Avenue  
 Purchases and Supplies – Tiffany White, Commissioner, Room 128  
 Printing and Reproduction – Michael Hewitt, Commissioner, 1735 Lakeside Avenue  
 Taxation – Nassim Lynch, Tax Administrator, 205 W. St. Clair Avenue

### DEPT. OF PUBLIC UTILITIES – Sharon Dumas, Interim Director, 1201 Lakeside Avenue

**DIVISIONS:**  
 Cleveland Public Power – Ivan Henderson, Commissioner  
 Utilities Fiscal Control – Frank Badalamenti, Chief Financial Officer  
 Water – Alex Margevicius, Interim Commissioner  
 Water Pollution Control – Rachid Zoghaib, Commissioner

### DEPT. OF PORT CONTROL – Ricky D. Smith, Director, Cleveland Hopkins

International Airport, 5300 Riverside Drive  
**DIVISIONS:**  
 Burke Lakefront Airport – Khalid Bahhur, Commissioner  
 Cleveland Hopkins International Airport – Fred Szabo, Commissioner

### DEPT. OF PUBLIC WORKS – Michael Cox, Director

**OFFICES:**  
 Administration – John Laird, Manager  
 Special Events and Marketing – Tangee Johnson, Manager  
**DIVISIONS:**  
 Motor Vehicle Maintenance – Daniel A. Novak, Commissioner  
 Park Maintenance and Properties – Richard L. Silva, Commissioner  
 Parking Facilities – Antonette Thompson, Interim Commissioner  
 Property Management – Tom Nagle, Commissioner  
 Recreation – Samuel Gissentaner, Interim Commissioner  
 Streets – Randell T. Scott, Interim Commissioner  
 Traffic Engineering – Robert Mavec, Commissioner  
 Waste Collection and Disposal – Randell T. Scott, Interim Commissioner

### DEPT. OF PUBLIC HEALTH – Toinette Parrilla, Director, 75 Erieview Plaza

**DIVISIONS:**  
 Air Quality – George Baker, Commissioner  
 Environment – Chantez Williams, Commissioner, 75 Erieview Plaza  
 Health – Myron Bennett, Commissioner, 75 Erieview Plaza

### DEPT. OF PUBLIC SAFETY – Michael C. McGrath, Director, Room 230

**DIVISIONS:**  
 Animal Control Services – John Baird, Chief Dog Warden, 2690 West 7th Street  
 Correction – Robert Taskey, Commissioner, Cleveland House of Corrections, 4041 Northfield Rd.  
 Emergency Medical Service – Nicole Carlton, Acting Commissioner, 1708 South Pointe Drive  
 Fire – Patrick Kelly, Chief, 1645 Superior Avenue  
 Police – Calvin D. Williams, Chief, Police Hdqtrs. Bldg., 1300 Ontario Street

### DEPT. OF COMMUNITY DEVELOPMENT – Daryl Rush, Director

**DIVISIONS:**  
 Administrative Services – Jesus Rodriguez, Commissioner  
 Fair Housing and Consumer Affairs Office – John Mahoney, Manager  
 Neighborhood Development – Chris Garland, Commissioner  
 Neighborhood Services – Louise V. Jackson, Commissioner

### DEPT. OF BUILDING AND HOUSING – Ronald J.H. O’Leary, Director, Room 500

**DIVISIONS:**  
 Code Enforcement – Thomas E. Vanover, Commissioner  
 Construction Permitting – Narid Hussain, Commissioner

### DEPT. OF HUMAN RESOURCES – Deborah Southerington, Director, Room 121

### DEPT. OF ECONOMIC DEVELOPMENT – Tracey A. Nichols, Director, Room 210

### DEPT. OF AGING – Jane Fumich, Director, Room 122

**COMMUNITY RELATIONS BOARD – Room 11, Blaine Griffin, Director, Mayor Frank G. Jackson, Chairman Ex-Officio; Rev. Dr. Charles P. Lucas, Jr., Vice-Chairman, Council Member Brian Cummins, Eugene R. Miller (Board Lawyer), Roosevelt E. Coats, Jenice Contreras, Kathryn Hall, Yasir Hamdallah, Evangeline Hardaway, John O. Horton, Gary Johnson, Sr., Daniel McNea, Stephanie Morrison-Hrbek, Roland Muhammad, Gia Hoa Ryan, Peter Whitt.**

### CIVIL SERVICE COMMISSION – Room 119, Robert Bennett, President; Michael L. Nelson, Sr., Vice-President; Lucille Ambroz, Secretary; Members: Pastor Gregory Jordan, Michael Flickinger.

### SINKING FUND COMMISSION – Frank G. Jackson, President; Council President Kevin J. Kelley; Betsy Hruby, Asst. Sec’y.; Sharon Dumas, Director.

### BOARD OF ZONING APPEALS – Room 516, Carol A. Johnson, Chairman; Members: Mary Haas McGraw, Ozell Dobbins, Joan Shaver Washington, Tim Donovan, Elizabeth Kukla, Secretary.

### BOARD OF BUILDING STANDARDS AND BUILDING APPEALS – Room 516, Joseph F. Denk, Chairman; Howard Bradley, Patrick M. Gallagher, Robert Maschke, Halim M. Saab, P.E., Alternate Members – D. Cox, P. Frank, E. P. O’Brien, Richard Pace, J.F. Sullivan.

### BOARD OF REVISION OF ASSESSMENTS – Law Director Barbara A. Langhenry, President; Finance Director Sharon Dumas, Secretary; Council President Kevin J. Kelley.

### BOARD OF SIDEWALK APPEALS – Capital Projects Director Matthew Spronz, Law Director Barbara A. Langhenry; Council Member Kenneth L. Johnson.

### BOARD OF REVIEW – (Municipal Income Tax) – Law Director Barbara A. Langhenry; Utilities Director Paul Bender; Council President Kevin J. Kelley.

### CITY PLANNING COMMISSION – Room 501 – Freddy L. Collier, Jr., Director; Anthony J. Coyne, Chairman; David H. Bowen, Lillian Kuri, Lawrence A. Lumpkin, Gloria Jean Pinkney, Norman Krumholz, Council Member Phyllis E. Cleveland.

### FAIR HOUSING BOARD – Charles See, Chair; Lisa Camacho, Daniel Conway, Robert L. Render, Genesis O. Brown.

### HOUSING ADVISORY BOARD – Room 310 – Keith Brown, Terri Hamilton Brown, Vickie Eaton-Johnson, Mike Foley, Eric Hodderson, Janet Loehr, Mark McDermott, Marcia Nolan, David Perkowski, Joan Shaver Washington, Keith Sutton.

### CLEVELAND BOXING AND WRESTLING COMMISSION – Robert Jones, Chairman; Clint Martin, Mark Rivera.

### MORAL CLAIMS COMMISSION – Law Director Barbara A. Langhenry; Chairman; Finance Director Sharon Dumas; Council President Kevin J. Kelley; Councilman Kevin Kelley.

### POLICE REVIEW BOARD – Thomas Jones, Board Chair Person; Vernon Collier, Vermel Whalen, Nancy Cronin, Elvin Vauss.

### CLEVELAND LANDMARKS COMMISSION – Room 519 – Jennifer Coleman, Chair; Laura M. Bala, Freddy L. Collier, Jr., Allan Dreyer, Giancarlo Calicchia, Council Member Terrell H. Pruitt, Robert Strickland, Julie Trott, Robert Vilkas, Donald Petit, Interim Secretary.

### AUDIT COMMITTEE – Yvette M. Itu, Chairman; Debra Janik, Bracy Lewis, Diane Downing, Donna Sciarappa, Council President Kevin J. Kelley; Law Director Barbara A. Langhenry.

## CLEVELAND MUNICIPAL COURT JUSTICE CENTER – 1200 ONTARIO STREET JUDGE COURTROOM ASSIGNMENTS

Judge Courtroom  
 Presiding and Administrative Judge Ronald B. Adrine – Courtroom 15A  
 Judge Pinkey S. Carr – Courtroom 12B  
 Judge Marilyn B. Cassidy – Courtroom 13A  
 Judge Michelle Denise Earley – Courtroom 12C  
 Judge Emanuella Groves – Courtroom 14B  
 Judge Anita Laster Mays – Courtroom 14C  
 Judge Lauren C. Moore – Courtroom 14A  
 Judge Charles L. Patton, Jr. – Courtroom 13D  
 Judge Raymond L. Pianka (Housing Court Judge) – Courtroom 13B  
 Judge Angela R. Stokes – Courtroom 15C  
 Judge Pauline H. Tarver – Courtroom 13C  
 Judge Ed Wade – Courtroom 12A  
 Judge Joseph J. Zone – Courtroom 14D  
 Earle B. Turner – Clerk of Courts, Russell R. Brown III – Court Administrator, Gregory A. Sims – Chief Bailiff, Jerome M. Krakowski – Chief Probation Officer, Gregory F. Clifford – Chief Magistrate.

# The City Record

71 OFFICIAL PUBLICATION OF THE COUNCIL OF THE CITY OF CLEVELAND

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WEDNESDAY, JANUARY 21, 2015

No. 5276

## CITY COUNCIL

MONDAY, JANUARY 19, 2015

The City Record  
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**PATRICIA J. BRITT**  
City Clerk, Clerk of Council  
216 City Hall

### PERMANENT SCHEDULE STANDING COMMITTEES OF THE COUNCIL 2015-2017

#### MONDAY — Alternating

9:30 A.M. — **Health and Human Services Committee:** Cimperman (CHAIR), Mitchell (VICE-CHAIR), Brady, Cleveland, Conwell, Cummins, J. Johnson.

9:30 A.M. — **Municipal Services and Properties Committee:** K. Johnson (CHAIR), Dow (VICE-CHAIR), Brancatelli, Cummins, J. Johnson, Kazy, Reed.

#### MONDAY

2:00 P.M. — **Finance Committee:** Kelley (CHAIR), Cleveland (VICE-CHAIR), Brady, Brancatelli, Conwell, Keane, Mitchell, Pruitt, Zone.

#### TUESDAY

9:30 A.M. — **Development, Planning and Sustainability Committee:** Brancatelli (CHAIR), Cleveland (VICE-CHAIR), Cimperman, Cummins, Dow, Pruitt, Zone.

#### TUESDAY — Alternating

1:30 P.M. — **Utilities Committee:** Pruitt (CHAIR), Brady (VICE-CHAIR), Brancatelli, Cummins, Keane, Mitchell, Polensek.

1:30 P.M. — **Workforce and Community Benefits Committee:** Cleveland (CHAIR), Zone (VICE-CHAIR), J. Johnson, Kazy, Polensek, Pruitt, Reed.

#### WEDNESDAY — Alternating

10:00 A.M. — **Safety Committee:** Zone (CHAIR), Conwell (VICE-CHAIR), Cimperman, Kazy, Keane, Mitchell, Polensek.

10:00 A.M. — **Transportation Committee:** Keane (CHAIR), Dow (VICE-CHAIR), Conwell, J. Johnson, K. Johnson, Kazy, Reed.

### The following Committees meet at the Call of the Chair:

**Mayor's Appointments Committee:** Dow (CHAIR), Brady, Cleveland, Kelley, Mitchell.

**Operations Committee:** Pruitt (CHAIR), Mitchell, Kelley, Keane, Zone.

**Rules Committee:** Kelley (CHAIR), Cleveland, Keane, Polensek, Pruitt.

### OFFICIAL PROCEEDINGS CITY COUNCIL

NO MEETING

### THE CALENDAR

The following measures will be on their final passage at the next meeting:

NONE

### BOARD OF CONTROL

January 14, 2015

The Regular meeting of the Board of Control convened in the Mayor's office on Wednesday, January 14, 2015 at 10:36 a.m. with Director Langhenry presiding.

Present: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

Others: Melissa Burrows, Director, Office of Equal Opportunity.

Deborah Midgett, Acting Commissioner, Division of Purchases & Supplies.

On motions, the following resolutions were adopted, except as may be otherwise noted.

#### Resolution No. 6-15.

By Director Dumas.

Resolved by the Board of Control of the City of Cleveland, that under Section 101 of the Charter, Section 181.19 of the Codified Ordinances of Cleveland, Ohio, 1976, and Resolution No. 921-52, adopted by the Board of Control on November 26, 1952, the

report of the Commissioner of Purchases and Supplies for the sale of scrap, personal property, and by-products during the month of December, 2014 in the amount of \$47,425.55, attached and made a part of this resolution is received, approved and ordered filed.

Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.  
Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

#### Resolution No. 7-15.

By Director Dumas.

Resolved, by the Board of Control of the City of Cleveland that the bid of Rockport Construction & Materials Inc., for an estimated quantity of ready mix concrete, all items, for the various divisions of City government, for a period of one year beginning with the date of execution of a contract with an option to renew for one additional year, received on December 17, 2014, under the authority of Ordinance No. 1193-14, passed by Cleveland City Council on September 22, 2014, which on the basis of the estimated quantity would amount to \$1,749,595.00, is affirmed and approved as the lowest and best bid, and the Director of Finance is requested to enter into a requirement contract for the labor and materials necessary for the specified items.

The requirement contract shall further provide that the Contractor shall furnish all the City's requirements for such labor and materials, whether more or less than the estimated quantity, as may be ordered under delivery orders separately certified to the contract.

Be it further resolved by the Board of Control of the City of Cleveland that the employment of the following subcontractors by Rockport Construction & Materials Inc. for the above mentioned service is approved:

#### SUBCONTRACTOR PERCENTAGE AMOUNT

Tech Ready Mix, Inc. (CSB/MBE)	20.691% \$362,000.00
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Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.  
Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

**Resolution No. 8-15.**

By Interim Director Dumas.  
Whereas, under the authority of Ordinance No. 1260-06, passed by the Council of the City of Cleveland on November 20, 2006, as amended by Ordinance No. 757-09, passed July 1, 2009, and Ordinance No. 1661-09, passed December 7, 2009, and Resolution No. 696-13, adopted by this Board of Control on December 18, 2013, the City through its Director of Public Utilities, entered into Contract No. PS2014-059 with Training Services International, Inc. ("Consultant") to provide professional services for a comprehensive program to provide Industry Specific Training Services - Facilities Training, including hazardous waste operations & emergency response (HAZWOPER) 40 hours initial, hazardous waste operations & emergency response (HAZWOPER) 8 hours refresher, asbestos project designer, asbestos refresher, asbestos inspector/management planner, asbestos contractor supervisor, as well as other related services, for a period of two years, for the various Divisions of the Department of Public Utilities, for an aggregate fee of \$80,000.00; and

Whereas, on July 7, 2014, the City, through its Director of Public Utilities, entered into a first amendment to CT 2002 PS2014-059 for additional services to include the OSHA 10-Hour Construction Safety Course, the OSHA 30-Hour Construction Safety Course and the hazardous waste operations & emergency response (HAZWOPER) 24-Hour Safety Course, at no increase in contract amount; and

Whereas, the City has determined that additional professional services are needed for Consultant to conduct additional OSHA 10-Hour and OSHA 30-Hour Construction Safety Course classes; and

Whereas, Consultant has proposed by its December 1, 2014 letter to provide the above-described additional services for a fee of \$110,000.00; now, therefore,

Be it resolved by the Board of Control of the City of Cleveland, that the Director of Public Utilities is authorized to enter into a second amendment to City Contract No. PS2014-059 with Training Services International, Inc., on the basis of its December 1, 2014 proposal, to conduct additional OSHA 10-Hour Construction Safety Course classes and OSHA 30-Hour Construction Safety Course classes and to increase the total compensation under the agreement by \$110,000.00 from \$80,000.00 to \$190,000.00. The second amendment shall be prepared by the Director of Law and shall include such additional provisions as the Director deems necessary to benefit and protect the public interest.

Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

**Resolution No. 9-15.**

By Interim Director Dumas.  
Be it resolved, by the Board of Control of the City of Cleveland that all bids received on December 18,

2014 for fence installation maintenance and/or repair, all items for the Division of Cleveland Public Power, Department of Public Utilities, under the authority of Ordinance No. 567-13, passed May 6, 2013 are rejected.

Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

**Resolution No. 10-15.**

By Director Smith.  
Be it resolved by the Board of Control of the City of Cleveland that, under the authority of Ordinance No. 848-14, passed by the Council of the City of Cleveland on October 20, 2014, the firm of Leo A. Daly Company ("Consultant"), is selected upon the nomination of the Director of Port Control from a list of qualified persons or firms determined after a full and complete canvass by the Director of Port Control as the firm of consultants available to be employed by contract to supplement the regularly employed staff of the several departments of the City to provide professional services necessary to design the BKL Terminal Enhancement Program and to conduct a facilities assessment, for the various divisions of the Department of Port Control.

Be it further resolved that the Director of Port Control is authorized to enter into a written contract with Leo A. Daly Company for the above-mentioned services, based upon its proposal dated November 12, 2014, which contract shall be prepared by the Director of Law, shall provide that the compensation to Leo A. Daly Company for the services authorized shall not exceed \$993,007.00 for the duration of the contract and shall contain such other provisions as the Director of Law deems necessary to protect and benefit the public interest.

Be it further resolved by the Board of Control that the employment of the following sub-consultants by Leo A. Daly Company is approved:

<u>SUBCONSULTANT</u>	<u>PERCENTAGE</u> <u>AMOUNT</u>
Van Auken Akins Architects, LLC	11.00% CSB/FBE \$109,245.00
McGuiness Unlimited	0.03% CSB/FBE \$ 37,200.00
ConstructAbility, Inc.	0.02% CSB/MBE \$ 24,080.00
C & S Engineers, Inc.	22.24% Non-CSB \$220,864.00
Innovtec	6.04% Non-CSB \$ 59,975.00
S. B. Friedman Company	7.78% Non-CSB \$ 77,240.00
GS & P Ohio, Inc.	3.92% Non-CSB \$ 38,980.00

Food Strategy, Inc.	4.93% Non-CSB \$ 48,960.00
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Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

**Resolution No. 11-15.**

By Director Smith.  
Whereas, under the authority of Ordinance No. 830-12, passed by the Council of the City of Cleveland on July 11, 2012, and Board of Control Resolution No. 29-13, adopted January 6, 2013, the City through its Director of Port Control, entered into Contract No. PS2013\*042 with Vic Thompson Company ("Consultant"), to provide professional services necessary to complete the preliminary design phase (30%) of the Inline Baggage System project at Cleveland Hopkins International Airport, for the various divisions of the Department of Port Control; and

Whereas, the City has determined the need for additional design services related to the Inline Baggage System at Cleveland Hopkins International Airport; and

Whereas, the Consultant has proposed by its letter dated November 20, 2014 to perform the additional work necessary for an amount of \$1,918,007.00; now, therefore,

Be it resolved by the Board of Control of the City of Cleveland that the Director of Port Control is authorized to enter into a First Modification to City Contract No. PS2013\*042 between the City of Cleveland and Vic Thompson Company for additional design services related to the Inline Baggage System at Cleveland Hopkins International Airport. The amount to be paid for all services shall be increased by \$1,918,007.00 from \$849,996.00 to a total amount not to exceed \$2,768,003.00.

Be it further resolved that the amounts attributed to the following subconsultants approved in Board of Control Resolution No. 0029-13, adopted January 16, 2013, are amended as follows:

<u>SUBCONSULTANT</u>	<u>PERCENTAGE</u> <u>AMOUNT</u>
G&T Associates, Inc.	10.02% DBE \$277,409.73
McGuiness Unlimited, Inc.	1.34% DBE \$ 37,039.06
Van Auken Akins Architects LLC	6.52% DBE \$180,524.71
Sandhu & Associates, Inc.	3.04% DBE \$ 84,117.17
TransSolutions, LLC	.76% DBE \$ 20,899.00
Michael Baker Jr., Inc.	Non-DBE \$481,282.09
Solar Testing Laboratories, Inc.	Non-DBE \$ 31,220.00

InNovTec, Inc. Non-DBE  
\$ 38,570.72

Stadelman Associates,  
Inc. Non-DBE  
\$303,104.42

Be it further resolved, that all other terms of Resolution No. 29-13 not expressly amended by this resolution shall remain unchanged and in full force and effect.

Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

**Resolution No. 12-15.**

By Director Cox.

Whereas, on November 18 2014, the City of Cleveland entered into Contract No. PI2014\*053 with Envirocom Construction, Inc. for the public improvement of the Gunning Recreation Center for the Department of Public Works, in the aggregate amount of \$369,000.00; and

Whereas, Envirocom Construction, Inc. wishes to utilize certain additional subcontractors under Contract No. PI2014\*053 for which it requires previous written consent of the Board of Control under section 185.36 C.O.; now, therefore,

Be it resolved by the Board of Control of the City of Cleveland, that the employment of the following subcontractors by Envirocom Construction, Inc. under City Contract No. PI2014\*053 for the public improvement of the Gunning Recreation Center, is approved.

Gratton Building Specialties  
Non Certified — \$14,442.00(0.00%)

Alpine Cabinets, Inc.  
Non Certified — \$3,355.00(0.00%)

Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

**Resolution No. 13-15.**

By Director Southerington.

Whereas, effective April 1, 2012, the City, through the Director of Personnel and Human Resources, entered into City Contract No. CT0402 NF2014-024 with EyeMed Vision Care LLC for group vision insurance coverage for a term of one year with one one-year renewal option, based upon EyeMed's October 12, 2010 proposal for a term of five years; and

Whereas, Board of Control Resolution No. 207-14, adopted May 14, 2014 under the authority of Ordinance No. 1497-13, passed by the Cleveland City Council on November 18, 2013, authorizes the Director of Human Resources to enter into contract with EyeMed Vision Care/Combined Insurance ("EyeMed") for group vision insurance coverage for a term of one year with two one-year options to renew, based upon EyeMed's December 23, 2013 proposal; and

Whereas, at the City's request, EyeMed Vision Care/Combined Insurance has agreed to provide the above-described services during the term of the contract authorized by Resolution No. 207-14 as a continuation of the five-year term proposed in its October 12, 2010 proposal at the rates and upon the terms of the proposal, as implemented in City Contract No. CT0402 NF2014-024; now, therefore,

Be it resolved by the Board of Control of the City of Cleveland that Resolution No. 207-14, adopted May 14, 2014, authorizing the Director of Human Resources to enter into contract with EyeMed Vision Care/Combined Insurance for group vision insurance coverage for a term of one year with two one-year options to renew is amended by deleting "December 23, 2013" as the proposal date and substituting "October 12, 2010."

Be it further resolved that Resolution No. 207-14 is further amended by deleting Copy King as a subcontractor.

Be it further resolved that all other terms of Resolution No. 207-14 not expressly amended above shall remain unchanged and in full force and effect.

Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

**Resolution No. 14-15.**

By Director Rush.

Whereas, under Ordinance No. 2076-76 passed October 25, 1976, the City is conducting a Land Reutilization Program ("Program") according to the provisions of Chapter 5722 of the Ohio Revised Code; and

Whereas, under the Program, the City has acquired Permanent Parcel No. 139-02-031 located at 3741 East 140th Street; and

Whereas, Section 183.021 of the Codified Ordinances of Cleveland, Ohio, 1976 authorizes the Commissioner of Purchases and Supplies, when directed by the Director of Community Development and when certain specified conditions have been met, to sell Land Reutilization Program parcels; and

Whereas, St. Peter's A.M.E. Zion Church has proposed to the City to purchase and develop the parcel for green space; and

Whereas, the following conditions exist:

1. The member of Council from Ward 2 has either approved the proposed sale or has not disapproved or requested a hold of the proposed sale within 45 days of notification of it;

2. The proposed purchaser of the parcel is neither tax delinquent nor in violation of the Building and Housing Code; now, therefore,

Be it resolved by the Board of Control of the City of Cleveland that under Section 183.021 of the Codified Ordinances of Cleveland, Ohio, 1976, the Commissioner of Purchases and Supplies is authorized, when directed by the Director of Community Development, and the Mayor is requested, to execute an Official

Deed for and on behalf of the City of Cleveland, with St. Peter's A.M.E. Zion Church for the sale and development of Permanent Parcel No. 139-02-031 located at 3741 East 140th Street, according to the Land Reutilization Program in such manner as best carries out the intent of the program.

Be it further resolved that the consideration for the sale of the parcel shall be \$200.00, which amount is determined to be not less than the fair market value of the parcel for uses according to the Program.

Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

**Resolution No. 15-15.**

By Director Rush.

Whereas, under Ordinance No. 2076-76 passed October 25, 1976, the City is conducting a Land Reutilization Program ("Program") according to the provisions of Chapter 5722 of the Ohio Revised Code; and

Whereas, under the Program, the City has acquired Permanent Parcel No. 105-32-041 located at 1196 East 79th Street; and

Whereas, Section 183.021 of the Codified Ordinances of Cleveland, Ohio, 1976 authorizes the Commissioner of Purchases and Supplies, when directed by the Director of Community Development and when certain specified conditions have been met, to sell Land Reutilization Program parcels; and

Whereas, Shiloh Temple House of God has proposed to the City to purchase and develop the parcel for parking; and

Whereas, the following conditions exist:

1. The member of Council from Ward 7 has either approved the proposed sale or has not disapproved or requested a hold of the proposed sale within 45 days of notification of it;

2. The proposed purchaser of the parcel is neither tax delinquent nor in violation of the Building and Housing Code; now, therefore,

Be it resolved by the Board of Control of the City of Cleveland that under Section 183.021 of the Codified Ordinances of Cleveland, Ohio, 1976, the Commissioner of Purchases and Supplies is authorized, when directed by the Director of Community Development, and the Mayor is requested, to execute an Official Deed for and on behalf of the City of Cleveland, with Shiloh Temple House of God for the sale and development of Permanent Parcel No. 105-32-041 located at 1196 East 79th Street, according to the Land Reutilization Program in such manner as best carries out the intent of the program.

Be it further resolved that the consideration for the sale of the parcel shall be \$1,000.00, which amount is determined to be not less than the fair market value of the parcel for uses according to the Program.

Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director

Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

**Resolution No. 16-15.**

By Director Rush.

Whereas, under Ordinance No. 2076-76 passed October 25, 1976, the City is conducting a Land Reutilization Program ("Program") according to the provisions of Chapter 5722 of the Ohio Revised Code; and

Whereas, under the Program, the City has acquired Permanent Parcel No. 136-18-060 located at 4159 East 110th Street; and

Whereas, Section 183.021 of the Codified Ordinances of Cleveland, Ohio, 1976 authorizes the Commissioner of Purchases and Supplies, when directed by the Director of Community Development and when certain specified conditions have been met, to sell Land Reutilization Program parcels; and

Whereas, Benevolent Love Ministries has proposed to the City to purchase and develop the parcel for parking; and

Whereas, the following conditions exist:

1. The member of Council from Ward 2 has either approved the proposed sale or has not disapproved or requested a hold of the proposed sale within 45 days of notification of it;

2. The proposed purchaser of the parcel is neither tax delinquent nor in violation of the Building and Housing Code; now, therefore,

Be it resolved by the Board of Control of the City of Cleveland that under Section 183.021 of the Codified Ordinances of Cleveland, Ohio, 1976, the Commissioner of Purchases and Supplies is authorized, when directed by the Director of Community Development, and the Mayor is requested, to execute an Official Deed for and on behalf of the City of Cleveland, with Benevolent Love Ministries for the sale and development of Permanent Parcel No. 136-18-060 located at 4159 East 110th Street, according to the Land Reutilization Program in such manner as best carries out the intent of the program.

Be it further resolved that the consideration for the sale of the parcel shall be \$100.00, which amount is determined to be not less than the fair market value of the parcel for uses according to the Program.

Yeas: Director Langhenry, Acting Directors Midgett, Saunders, Directors Cox, Parrilla, Acting Director Cosgrove, Directors Southerington, Nichols, Fumich and O'Leary.

Nays: None.

Absent: Mayor Jackson, Interim Director Dumas and Director McGrath.

JEFFREY B. MARKS, Secretary

**CIVIL SERVICE NOTICES**

**General Information**

Application blanks and information, regarding minimum entrance qualifications, scope of examination, and suggested reference materials may be obtained at the office of the

Civil Service Commission, Room 119, City Hall, East 6th Street, and Lakeside Avenue.

Application blanks must be properly filled out on the official form prescribed by the Civil Service Commission and filed at the office of the commission not later than the final closing date slated in the examination announcement.

**EXAMINATION RESULTS:** Each applicant whether passing or failing will be notified of the results of the examination as soon as the commission has graded the papers. Thereafter, eligible lists will be established which will consist of the names of those candidates who have been successful in all parts of the examination.

**PHYSICAL EXAMINATION:** All candidates for original entrance positions who are successful in other parts of the examinations must submit to a physical examination.

ROBERT BENNETT, President

**SCHEDULE OF THE BOARD OF ZONING APPEALS**

**MONDAY, FEBRUARY 9, 2015**

**9:30 A.M.**

**Waste Collection Violation**

**Calendar No. 15-002:** 7215 Hague Avenue (Ward 15)

Fayeq Hassouneh, owner, appeals under the authority of Section 76-6 of the Charter of the City of Cleveland and Section 329.02(d) of the Cleveland Codified Ordinances and disputes the decision rendered by the City of Cleveland Parking Violations Bureau, Waste Collection and Photo Safety Division on December 31, 2014 and the violation information on Civil Infraction Ticket Number WC00202465, issued September 6, 2014 for the property located at 7215 Hague Avenue and failure to comply with Section 551.111(B) in the Cleveland Codified Ordinances.

**POSTPONED FROM NOVEMBER 10, 2014**

**Calendar No. 14-194:** 3393 East 147th Street (Ward 1)

Shelda Brantley, owner, proposes to change use from a 6 dwelling unit to a Group Home for 30 clients and 2 to 3 full time staff on a parcel located in a B1 Multi-Family Residential District. The owner appeals for relief from the strict application of the following section of the Cleveland Codified Ordinances:

1. Section 337.08(e)(5) which states that Hospitals, sanitariums, nursing, rest or convalescent homes, not primarily for contagious diseases nor for the care of epileptics or drug or liquor patients, nor for the care of the insane or feeble-minded, are required to be not less than fifteen feet from an adjoining premises in a residential district and the proposed use is less than 15 feet away. (Filed September 30, 2014)

First postponement made at the request of the Councilman to allow for more time for review.

**POSTPONED FROM DECEMBER 29, 2014**

**Calendar No. 14-246:** 2173 West 6th Street (Ward 3)

Laura Firman, owner, proposes to erect a 21' - 9" x 47' and 3 story frame single family residence with detached garage in a B1 Two-Family Residential District. The owner appeals for relief from the strict application of the following sections of the Cleveland Codified Ordinances:

1. Section 355.04(b) which states that the maximum gross floor area allowed in 1,250 square feet and 1,350 square feet are proposed.

2. Section 357.09(2)(A) which states that no building shall be erected less than 10 feet from a main building on an adjoining lot and the owner is proposing 3' - 3" and 4'.

3. Section 357.09(2)(C) which states that the required interior side yards must equal 8 feet and the owner is proposing 2 feet and 1 foot for the dwelling and 0 feet for the covered walkway.

4. Section 357.13 which states that a light-well is not a permitted front yard encroachment.

5. Section 357.13(b) which states that light-wells and an open balcony must be less than 10 feet from the property line and the owner is proposing 4 feet and 3 feet 8 inches. (Filed December 5, 2014 - No testimony)

First postponement made at the request of the development corporation to allow for a block club meeting.

**POSTPONED FROM JANUARY 5, 2015**

**Calendar No. 14-207:** 5801 Ensign Avenue (Ward 5)

Carey Holdings Inc., owner, proposes to use property for storage of fill dirt on a parcel located in a C2 Semi-Industry District. The owner appeals for relief from the strict application of the following sections of the Cleveland Codified Ordinances:

1. Section 345.03 which states that outdoor storage of dusty materials not listed as a permitted use. Said use is first permitted in a General Industry District per Section 345.04(a)(1)(B).

2. Section 345.04(a)(1)(C)(3) which states that open yard storage requires a seven foot high, non-transparent fence.

3. Section 349.07(a) which states that all vehicle maneuvering areas shall be paved, and drained within the lot and no paving or grad shown. (Filed October 16, 2014 - No testimony)

Second postponement made at the request of the appellant to allow for more time for a community meeting to take place.

**POSTPONED FROM JANUARY 20, 2015**

**Violation Notice**

**Calendar No. 14-222:** 12710 Miles Avenue (Ward 2)

Badran, LLC, owner, appeals under the authority of Section 76-6

of the Charter of the City of Cleveland and Section 329.02(d) of the Cleveland Codified Ordinances and disputes the Notice of Violation issued on October 9, 2014 by the Cleveland Department of Building and Housing for failure to comply with Section 327.02 regarding establishing use as motor vehicle repair and used auto sales without a Certificate of Occupancy; Section 337.16 regarding conducting motor vehicle repair business in a Residential District; Section 343.01 which states used motor vehicle sales is not permitted in a Residential District; Section 350.04 which states that no outdoor signage should be displayed without a permit; and Section 327.02(B) which requires a permit to build a fence. (Filed November 10, 2014 - No testimony)

Second postponement made at the request of the applicant due to personal time constraints.

Secretary

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### REPORT OF THE BOARD OF ZONING APPEALS

TUESDAY, JANUARY 20, 2015

At the meeting of the Board of Zoning Appeals on Tuesday, January 20, 2015 the following appeals were scheduled for hearing before the Board.

The following appeals were **APPROVED:**

**Calendar No. 14-192:** 2489 East 79th Street

John Deadwyler, owner, proposed to expand an existing car wash to include Motor Vehicle major repair in a General Retail Business District.

**Calendar No. 14-240:** 5901 Franklin Boulevard

Jon B. Post, owner, proposes to establish use of first floor of front building on lot as an antique shop in a Two Family Residential District.

The following appeals were **DENIED:**

None.

The following appeals were **DISMISSED:**

None.

The following appeals were **WITHDRAWN:**

None.

The following appeals were **POSTPONED:**

**Calendar No. 14-222:** Badran, LLC.

12710 Miles Avenue. Postponed to February 9, 2015.

**Calendar No. 14-251:** Mathew Coolidge

841 Starkweather Avenue. Postponed to March 9, 2015.

**Calendar No. 14-252:** H & H Hemlock Enterprise LLC.

4698 Rocky River Road. Postponed to March 2, 2015.

The following appeals were heard at the Board of Zoning Appeals on Monday, January 12, 2015, and the decisions were adopted and approved on Tuesday, January 20, 2015:

The following appeals were **APPROVED:**

**Calendar No. 14-203:** 3018 Clinton Avenue

Marge Misak, owner, appeals to construct an accessory structure and install rainwater collection barrels within the front yard contrary to Section 337.23(a).

**Calendar No. 14-253:** 1526 West 25th Street

West 25th Street Lofts, LLC., owner, proposed to establish use as 83 dwelling units in three buildings in a D2 and D3 Local Retail Business District.

The following appeal was **DENIED:**

**Calendar No. 14-241:** 1331 West 65th Street

Gheorghe Bera, owner, appealed the Violation Notice V14034126 issued on October 24, 2014.

The following appeal was heard at the Board of Zoning Appeals on Monday, December 22, 2014, and the decision was adopted and approved on Tuesday, January 20, 2015:

The following appeal was **APPROVED:**

**Calendar No. 14-223:** 2232 & 2236 West 11th Street

Micro House Cleveland, owner, proposes to change the use of the existing front two-family dwelling to a three family residence and the rear single family dwelling to a two family residence in a B1 Multi-Family Residential District.

Secretary

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### REPORT OF THE BOARD OF BUILDING STANDARDS AND BUILDING APPEALS

NO MEETING

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### PUBLIC NOTICE

**DATE OF PUBLIC NOTICE:  
JANUARY 6, 2015**

**OHIO ENVIRONMENTAL  
PROTECTION AGENCY,  
DIVISION OF SURFACE WATER**

### NOTICE OF RECEIPT OF 401 APPLICATION AND PUBLIC HEARING

Public notice is hereby given that the Ohio Environmental Protection Agency (Ohio EPA) Division of Surface Water (DSW) has received an application for, and has begun to consider whether to issue or deny, a Clean Water Act Section 401 water quality certification for a project to

perform the annual maintenance dredging in the Cleveland Harbor Federal navigation channels. The application was submitted by the U.S. Army Corps of Engineers (USACE), Buffalo District. This year's dredging will take place within the Cuyahoga River, and in Cleveland Harbor, which is located at the mouth of the Cuyahoga River. The Buffalo District Corps of Engineers Public Notice Number for this project is CLEVELAND-15. The Ohio EPA ID Number for this project is 144574.

As required by the Anti-degradation Rule, 3745-1-05, of the Ohio Administrative Code (OAC), three alternatives have been submitted for the project. The applicant's proposed preferred alternative, if approved, would entail the dredging of an estimated 475,000 cubic yards of material, with placement of 295,000 cubic yards of the dredged material at the existing Cleveland Harbor CDFs and 180,000 cubic yards going to a new open-lake disposal area in Lake Erie (CLA-1). The applicant's proposed minimal degradation alternative, if approved, would entail the dredging of an estimated 225,000 cubic yards of material, with placement of 45,000 cubic yards of the dredged material at the existing Cleveland Harbor CDFs and 180,000 cubic yards going to a new open-lake disposal areas in Lake Erie (CLA-1). The applicant's proposed non-degradation alternative, if approved, would have no direct impacts on waters of the state.

Discharges from the activity, if approved, would result in degradation to, or lowering of, the water quality of the Cuyahoga River and Lake Erie. Ohio EPA will review the application, and decide whether to grant or deny the application, in accordance with OAC Chapters 3745-1 and 3745-32. In accordance with OAC rule 3745-1-05, an anti-degradation review of the application will be conducted before deciding whether to allow a lowering of water quality. All three proposed alternatives will be considered during the review process. No exclusions or waivers, as outlined by OAC rule 3745-1-05, apply or may be granted.

Starting January 6, 2015, copies of the application and technical support information may be inspected on Ohio EPA-DSW website: [www.epa.ohio.gov/dsw](http://www.epa.ohio.gov/dsw)

Ohio EPA will hold a public information session and public hearing relative to issues of lower water quality on February 24, 2015 at 6:00 p.m. at the Cleveland Metroparks' Watershed Stewardship Center at West Creek, 2277 West Ridgewood Drive, Parma, OH 44134. The public hearing will end when all interested parties have had an opportunity to provide testimony related to the project.

All interested persons are entitled to attend or be represented and give written or oral comments on the proposed project. The purpose of the hearing is to obtain additional information that will be considered by Ohio EPA prior to any further action on the application.

Ohio EPA will continue to accept written comments on the application through the close of business on March 3, 2015. Comments received

after this date may not be considered as part of the official record of the hearing. Anyone may submit written comments or requests to be placed on a mailing list for information by writing to: Ohio EPA-DSW, Attention: Permits Processing Unit, P.O. Box 1049, Columbus, Ohio 43216-1049.

January 14, 2015, January 21, 2015, January 28, 2015,

## NOTICE OF PUBLIC HEARING

NONE

## CITY OF CLEVELAND BIDS

### For All Departments

Sealed bids will be received at the office of the Commissioner of Purchases and Supplies, Room 128, City Hall, in accordance with the appended schedule, and will be opened and read in Room 128, City Hall, immediately thereafter.

Each bid must be made in accordance with the specifications and must be submitted on the blanks supplied for the purpose, all of which may be obtained at the office of the said Commissioner of Purchases and Supplies, but no bid will be considered unless delivered to the office of the said commissioner previous to 12:00 noon (Eastern Standard Time) on the date specified in the schedule.

187.10 Negotiated contracts; Notice required in Advertisement for Bids.

Where invitations for bids are advertised, the following notice shall be included in the advertisement: "Pursuant to the MBE/FBE Code, each prime bidder, each minority business enterprise ("MBE") and each female business enterprise ("FBE") must be certified before doing business with the City. Therefore, any prime contractor wishing to receive credit for using an MBE or FBE should ensure that applications for certification as to MBE or FBE status compliance with the Code, affirmative action in employment and, if applicable, joint venture status, are submitted to the office of Equal Opportunity ("OEO") prior to the date of bid opening or submission of proposals or as specified by the Director. Failure to comply with the business enterprise code or with representations made on these forms may result in cancellation of the contract or other civil or criminal penalties."

### WEDNESDAY, FEBRUARY 4, 2015

**File No. 4-15 — Labor & Materials Necessary to Repair, Replace, and Maintain Various Types of Valves, Actuators, and Appurtenances (Re-Bid)**, for the Division of Water, Department of Public Utilities, as authorized by Ordinance No. 850-14, passed by the Council of the City of Cleveland, August 20, 2014.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING THURSDAY, JANUARY 22, 2015 AT 11:00 A.M. CARL B. STOKES PUBLIC UTILITIES BUILDING, 2ND FLOOR ATRIUM CONFERENCE ROOM, 1201 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

January 14, 2015 and January 21, 2015

### THURSDAY, FEBRUARY 5, 2015

**File No. 7-15 — Various Hydraulic Hoses, Fittings, Etc., Parts and Labor**, for the Division of Motor Vehicle Maintenance, Department of Public Works, as authorized by Section 131.64 of the Codified Ordinances of Cleveland, Ohio, 1976.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING FRIDAY, JANUARY 23, 2015 AT 10:30 A.M. CLEVELAND CITY HALL, ROOM 8, 601 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

January 14, 2015 and January 21, 2015

### FRIDAY, FEBRUARY 6, 2015

**File No. 5-15 — Purchase of Materials to Provide Off-Road Fossil Fuel and Supporting Services**, for the Division of Water, Department of Public Utilities, as authorized by Section 181.101 of the Codified Ordinances of Cleveland, Ohio, 1976.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING THURSDAY, JANUARY 22, 2015 AT 10:00 A.M. CARL B. STOKES PUBLIC UTILITIES BUILDING, 2ND FLOOR ATRIUM CONFERENCE, 1201 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

**File No. 6-15 — Various Charging Equipment Parts and Labor**, for the Division of Motor Vehicle Maintenance, Department of Public Works, as authorized by Section 131.64 of the Codified Ordinances of Cleveland, Ohio, 1976.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING FRIDAY, JANUARY 23, 2015 AT 10:00 A.M. CLEVELAND CITY HALL, ROOM 8, 601 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

January 14, 2015 and January 21, 2015

### FRIDAY, FEBRUARY 6, 2015

**File No. 10-15 — Auto, Truck and Equipment Glass Replacement and Related Parts**, for the Division of Motor Vehicle Maintenance, Department of Public Works, as authorized by Section 131.64 of the Codified Ordinances of Cleveland, Ohio, 1976.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING FRIDAY, JANUARY 30, 2015 AT 10:00 A.M. CLEVELAND CITY HALL, ROOM 8, 601 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

**File No. 15-15 — Purchase of Wood Poles, Crossarms and Accessories**, for the Division of Cleveland Public Power, Department of Public Utilities, as authorized by Section 129.26 of the Codified Ordinances of Cleveland, Ohio, 1976.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING THURSDAY, JANUARY 29, 2015 AT 11:30 A.M. THE TOM L. JOHNSON BUILDING, 1300 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

**File No. 16-15 — Labor and Materials to Paint Poles and Other Streetside Elements**, for the Division of Cleveland Public Power, Department of Public Utilities, as authorized by Section 181.101 of the Codified Ordinances of Cleveland, Ohio, 1976.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING THURSDAY, JANUARY 29, 2015 AT 10:00 A.M. THE TOM L. JOHNSON BUILDING, 1300 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

January 21, 2015 and January 28, 2015

### WEDNESDAY, FEBRUARY 11, 2015

**File No. 11-15 — City Wide Tree Removal and Pruning Initiative**, for the Division of Park Maintenance, Department of Public Works, as authorized by Section 181.101 of the Codified Ordinances of Cleveland, Ohio, 1976.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING FRIDAY, JANUARY 30, 2015 AT 11:00 A.M. CLEVELAND CITY HALL, ROOM 8, 601 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

January 21, 2015 and January 28, 2015

### THURSDAY, FEBRUARY 12, 2015

**File No. 14-15 — Various Meyer Snow Plow and Spreader Equipment Parts and Labor**, for the Division of Motor Vehicle Maintenance, Department of Public Works, as authorized by Section 131.64 of the Codified Ordinances of Cleveland, Ohio, 1976.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING FRIDAY, JANUARY 30, 2015 AT 10:30 A.M. CLEVELAND CITY HALL, ROOM 8, 601 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

January 21, 2015 and January 28, 2015

### FRIDAY, FEBRUARY 13, 2015

**File No. 9-15 — Disposal of Debris at Landfills**, for the Division of Water, Department of Public Utilities, as authorized by Ordinance No. 849-14, passed by the Council of the City of Cleveland, August 20, 2014.

THERE WILL BE A **NON-MANDATORY** PRE-BID MEETING THURSDAY, JANUARY 29, 2015 AT 11:00 A.M. CARL B. STOKES PUBLIC UTILITIES BUILDING,



2ND FLOOR ATRIUM CONFERENCE ROOM, 1201 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.

**File No. 12-15 — 2015-2018 Department of Finance Citywide Sales of Scrap Metal Materials**, for the various Divisions of City Government, Department of Finance, as authorized by Section 181.18 of the Codified Ordinances of Cleveland, Ohio, 1976.

**THERE WILL BE A NON-MANDATORY PRE-BID MEETING THURSDAY, JANUARY 29, 2015 AT 11:00 A.M. THE CLEVELAND CITY HALL, DIVISION OF PURCHASES AND SUPPLIES, ROOM 128, 601 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.**

January 21, 2015 and January 28, 2015

**WEDNESDAY, FEBRUARY 18, 2015**

**File No. 8-15 — Restoration of Pavement for Water Mains and Appurtenances**, for the Division of Water, Department of Public Utilities, as authorized by Ordinance No. 315-13, passed by the Council of the City of Cleveland, April 8, 2013.

**THERE WILL BE A NON-MANDATORY PRE-BID MEETING THURSDAY, JANUARY 29, 2015 AT 10:00 A.M. CARL B. STOKES PUBLIC UTILITIES BUILDING, 2ND FLOOR ATRIUM CONFERENCE ROOM, 1201 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.**

**File No. 13-15 — Purchase of Various Types of Safety Equipment Required for OSHA/PERRP Compliance**, for the various Divisions of City Government, Department of Finance, as authorized by Ordinance No. 1524-14, passed by the Council of the City of Cleveland, November 24, 2014.

**THERE WILL BE A MANDATORY PRE-BID MEETING TUESDAY, FEBRUARY 10, 2015 AT 3:30 P.M. THE CLEVELAND CITY HALL, ROOM 514, 601 LAKESIDE AVENUE, CLEVELAND, OHIO 44114.**

**THE CITY OF CLEVELAND WILL NOT CONSIDER THE BID OF ANYONE WHO DOES NOT ATTEND A MANDATORY PRE-BID CONFERENCE.**

January 21, 2015 and January 28, 2015

#### **ADOPTED RESOLUTIONS AND ORDINANCES**

**Res. No. 57-15.**

**By Council Member Brancatelli.**

**An emergency resolution withdrawing objection to the transfer of stock of a C1 and C2 Liquor Permit at 6206 Broadway Avenue, North End and repealing Resolution No. 1379-14, objecting to said transfer.**

Whereas, this Council objected to the transfer of stock of a C1 and C2 Liquor Permit to United Convenient Market, Inc., DBA Broadway Avenue, North End, Cleveland, Ohio 44127, Permanent No. 9159165 by Resolution No. 1379-14 adopted by the Council on October 13, 2014; and

Whereas, this Council wishes to withdraw its objection to the above transfer and consents to said transfer; and

Whereas, this resolution constitutes an emergency measure providing for the usual daily operation of a municipal department; now, therefore,

Be it resolved by the Council of the City of Cleveland:

**Section 1.** That objection to a C1 and C2 Liquor Permit to United Convenient Market, Inc., DBA Broadway Avenue, North End, Cleveland, Ohio 44127, Permanent No. 9159165 be and the same is hereby withdrawn and Resolution No. 1379-14, containing such objection, be and the same is hereby repealed and that this Council consents to the immediate transfer thereof.

**Section 2.** That this resolution is hereby declared to be an emergency measure and provided it receives the affirmative vote of two-thirds of all the members elected to Council, it shall take effect and be in force immediately upon its adoption and approval by the Mayor; otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

Adopted January 12, 2015.

Effective January 13, 2015.

**Ord. No. 1590-14.  
By Council Members Brancatelli and Kelley (by departmental request).**

**An emergency ordinance authorizing the Director of City Planning to apply for and accept grants from the Federal Highway Administration through their FY 2014 TIGER program and from the Northeast Ohio Areawide Coordinating Agency for the East 105th / East 93rd Transportation Corridor Project; and authorizing the Director to employ one or more professional consultants and authorizing contracts with various agencies, entities, or individuals to implement the grant.**

Whereas, this ordinance constitutes an emergency measure providing for the usual daily operation of a municipal department; now, therefore,

Be it ordained by the Council of the City of Cleveland:

**Section 1.** That the Director of City Planning is authorized to apply for and accept grants in an amount up to \$400,000 from the Federal Highway Administration through their FY 2014 TIGER program and from the Northeast Ohio Areawide Coordinating Agency in an amount up to \$75,000 to conduct the East 105th / East 93rd Transportation Corridor Project; that the Director is authorized to file all papers and execute all documents necessary to receive the funds under the grant; and that the funds are appropriated for the purposes described in the document entitled "Maximizing Opportunity through Transportation Enhancements: Cleveland's East 105th / East 93rd Transportation Corridor" and the summarizing memo to the Development, Planning, and Sustainability Committee dated January 6, 2015 and placed in the file described below.

**Section 2.** That the document described above for the grant, presented to the Finance Committee of this Council at a public hearing on this legislation and set forth in File No. 1590-14-B, is made a part of this ordinance as if fully rewritten, including the obligation of the City of Cleve-

land to provide cash matching funds in the sum up to \$101,500 as the match for the TIGER grant and up to \$18,500 as the match for the NOACA grant, for a total aggregate cash match amount up to \$120,000 from funds appropriated for these purposes in budget year 2015, is approved in all respects, and shall not be changed without additional legislative authority.

**Section 3.** That the Director of City Planning is authorized to employ by contract or contracts one or more consultants or one or more firms of consultants for the purpose of supplementing the regularly employed staff of the several departments of the City of Cleveland in order to provide professional services necessary to implement the grant as described in the file.

The selection of the consultants for the services shall be made by the Board of Control on the nomination of the Director of City Planning from a list of qualified consultants available for employment as may be determined after a full and complete canvass by the Director of City Planning for the purpose of compiling a list. The compensation to be paid for the services shall be fixed by the Board of Control. The contract or contracts authorized shall be prepared by the Director of Law, approved by the Director of City Planning, and certified by the Director of Finance.

**Section 4.** That, unless expressly prohibited by the grant agreement, under Section 108(B) of the Charter, purchases made under the grant agreement may be made through cooperative arrangements with other governmental agencies. The Director of City Planning may sign all documents and do all things that are necessary to make the purchases, and may enter into one or more contracts with the vendors selected through that cooperative process.

**Section 5.** That the Director of City Planning is authorized to enter into one or more contracts with or make payments various agencies, entities, or individuals, including but not limited to the Greater Cleveland Regional Transit Authority, the Northeast Ohio Areawide Coordinating Agency, the Northeast Ohio regional Sewer District, to implement the grant as described in the file.

**Section 6.** That the costs of the contract or contracts authorized by this ordinance shall be paid from the fund or funds to which are credited the grant proceeds accepted under this ordinance and the cash matches.

**Section 7.** That this ordinance is declared to be an emergency measure and, provided it receives the affirmative vote of two-thirds of all the members elected to Council, it shall take effect and be in force immediately upon its passage and approval by the Mayor; otherwise it shall take effect and be in force from and after the earliest period allowed by law.

Passed January 12, 2015.

Effective January 13, 2015.

**Ord. No. 1626-14.**

**By Council Member Kelley (by departmental request).**

**An emergency ordinance authorizing the issuance and sale of bonds in the maximum principal amount of \$6,900,000 for the purpose of providing funds for housing and neighborhood development, and authorizing related matters.**

Whereas, this Council desires to issue bonds in an aggregate principal amount not to exceed \$6,900,000 (the "Series 2015 Bonds") to finance the costs of certain permanent improvements described in Section 1; and

Whereas, the Series 2015 Bonds shall be payable from and secured by income tax revenues of the City remaining after deposits required under the General Bond Ordinance (as defined in Section 2) are made to the escrow agent for the City's general obligation bonds; and

Whereas, the Director of Finance, as fiscal officer of this City, has certified to this Council that the estimated life or usefulness of the improvements to be financed with the proceeds of the Series 2015 Bonds is at least five years and the maximum maturity of the Series 2015 Bonds is 20 years, as evidenced by the certificate contained in File No. 1626-14-A; and

Whereas, the authorization for issuance of the Series 2015 Bonds is necessary to provide funds to pay the costs of certain permanent improvements described in Section 1 that are urgently needed for the benefit of the City, and as a result, this Ordinance constitutes an emergency measure providing for the immediate preservation of the public peace, property, health and safety, and for the usual daily operation of a municipal department; now, therefore,

Be it ordained by the Council of the City of Cleveland:

**Section 1. Purpose.** It is deemed necessary to issue the Series 2015 Bonds in an aggregate principal amount not to exceed \$6,900,000 for the purpose of providing funds to provide housing for individuals and families by constructing, renovating and rehabilitating single family homes by grants, loans, subsidies to loans and otherwise, and to pay any capitalized interest and all expenses incurred in connection with the issuance of the securities, including all financing costs within the meaning of Section 133.01(K) of the Revised Code and such other costs of the foregoing permanent improvements that may be financed with the proceeds of securities as permitted by Sections 133.15(B) and 133.51 of the Ohio Revised Code and as otherwise permitted by law.

**Section 2. Authority, Security and Source of Payment.** The Series 2015 Bonds shall be issued pursuant to the Ohio Constitution, Chapters 133 and 176 of the Ohio Revised Code, the Charter of the City, and this Ordinance for the purpose stated in Section 1. The Series 2015 Bonds shall be payable from and secured by the income tax revenues of the City on a basis subordinate to the security given to the General Obligation Bonds of the City ("General Obligation Bonds") under Ordinance No. 1749-80 passed by the Council on October 8, 1980, as amended by Ordinance No. 1112-83 passed by the Council on May 6, 1983, and Ordinance No. 944-96, passed by the Council on June 10, 1996 (Ordinance No. 1749-80, as so amended and as the same may further be amended from time to time in accordance with its provisions, is referred to as the "General Bond Ordinance"). The debt service on the Series 2015 Bonds shall be payable from income tax collections remaining after depositing with the escrow agent under the General Bond Ordinance the amount required for the payment

of debt service on the City's General Obligation Bonds issued and outstanding, from time to time, under the General Bond Ordinance. The Series 2015 Bonds shall be issued and secured under the terms of the Trust Indenture, dated as of April 1, 2008, between the City and U.S. Bank National Association, as trustee (the "Trustee"), as amended by Section 6.1 of the Second Supplemental Trust Indenture, dated as of June 1, 2010, between the City and the Trustee (together, the "Indenture"). The Indenture currently secures five series of Subordinate Lien Income Tax Bonds issued on May 1, 2008 (collectively, the "Series 2008 Bonds"), four series of Subordinate Lien Income Tax Bonds issued on June 23, 2010 (collectively, the "Series 2010 Bonds"), one series of Subordinate Lien Income Tax Bonds issued on November 29, 2012 (the "Series 2012 Bonds"), three series of Subordinate Lien Income Tax Bonds issued on May 30, 2013 (collectively, the "Series 2013 Bonds"), three series of Subordinate Lien Income Tax Bonds issued on February 11, 2014 (collectively, the "Series 2014A Bonds"), and three series of Subordinate Lien Income Tax Bonds issued on June 11, 2014 (collectively, the "Series 2014B Bonds") and permits the issuance of additional bonds, from time to time, subject to certain restrictions. The Series 2008 Bonds, the Series 2010 Bonds, the Series 2012 Bonds, the Series 2013 Bonds, the Series 2014A Bonds, the Series 2014B Bonds, the Series 2015 Bonds and any additional bonds issued under the Indenture are collectively referred to in this Ordinance as the "Bonds."

**Section 3. Pledge and Covenant to Maintain Income Tax.** So long as Bonds are outstanding under the Indenture, the City pledges the municipal income taxes of the City and grants a lien thereon, subordinate to the lien granted in the General Bond Ordinance as security for the General Obligation Bonds of the City issued and outstanding under the General Bond Ordinance, to the full extent required to meet debt charges payable on the Bonds issued and outstanding, from time to time, under the Indenture. The City covenants to appropriate annually sufficient amounts from the income taxes to pay all debt charges on the General Obligation Bonds, the Bonds outstanding under the Indenture, any Parity Obligations and the Unrestricted Income Tax Obligations (each as defined in the Indenture). The City further covenants that so long as any Bonds are outstanding under the Indenture, the City shall not repeal or amend, or suffer the repeal of, any ordinance for the levy or collection of its income taxes in any manner or to such extent that the City would not be able to meet its obligations to the holders of the Bonds.

**Section 4. Terms of the Series 2015 Bonds.** The Series 2015 Bonds shall be issued in fully registered form. The Series 2015 Bonds may be issued in one or more series or subspecies. The Series 2015 Bonds may be delivered only in book-entry form, and if so delivered, shall be registered in the name of the Depository (as defined in the Indenture) or its nominee, as registered owner, and immobilized in the custody of the Depository, and shall not be transferable or exchangeable (except for transfer to another Depository or its nominee) without further

action by the City pursuant to the provisions of the Indenture and the Seventh Supplement identified in Section 7. The Series 2015 Bonds shall be designated "Housing and Neighborhood Development Bonds, Series 2015" and may contain such further designation as provided in the Certificate of Award identified below. The Series 2015 Bonds shall be issued in one lot as fully registered Series 2015 Bonds in denominations of \$5,000 or any whole multiple thereof. The Series 2015 Bonds shall be numbered as determined by the Director of Finance. The Series 2015 Bonds shall be signed by the officials of the City and in the manner set forth in the Indenture.

The Series 2015 Bonds shall be dated the date of their issuance and delivery or such other date specified in the certificate of award providing for the final terms of the Series 2015 Bonds and the sale of the Series 2015 Bonds in accordance with this Ordinance (the "Certificate of Award"). The Series 2015 Bonds shall bear interest from their date until the principal amount is paid at the rate or rates per year specified in the Certificate of Award, provided that the yield (determined in accordance with the arbitrage provisions of the Internal Revenue Code of 1986, as amended) of the Series 2015 Bonds shall not exceed 8% per year, if sold as fixed rate obligations. Interest on the Series 2015 Bonds shall be payable semi-annually on April 1 and October 1, or such other dates specified in the Certificate of Award (the "Interest Payment Dates").

The provisions of Sections 9.98 to 9.983 of the Revised Code shall apply to the Series 2015 Bonds and pursuant to that authority and this Ordinance, the Director of Finance may determine in the Certificate of Award, based on the written advice of a financial advisor, that the City's best interests will be served by causing all or a portion of the Series 2015 Bonds to be obligations bearing interest at variable rates. If the Director of Finance so determines, then the Director of Finance shall specify in the Certificate of Award the method and procedure by which the variable rate of interest to be borne by the variable rate Series 2015 Bonds shall be determined; provided that the variable rate Series 2015 Bonds shall not bear interest at a rate in excess of 25% per year. The Director of Finance is authorized to enter into agreements in connection with the delivery of the variable rate Series 2015 Bonds, and from time to time thereafter so long as the variable rate Series 2015 Bonds are outstanding, with providers of Credit Support Instruments (as defined in Section 11) and others as may be determined by the Director of Finance, based on the written advice of a financial advisor, to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender, providing for liquidity or credit support for the payment of the variable rate Series 2015 Bonds upon tender for purchase or redemption, and providing for the repayment by the City of any amounts drawn under the Credit Support Instrument.

The Series 2015 Bonds shall mature in the years and principal amounts set forth in the Certificate of Award, provided that (i) each principal payment shall occur on an Interest Payment Date, and (ii) the final maturity

date of the Series 2015 Bonds shall be no later than August 1, 2037; provided that the Series 2015 Bonds shall not have more than 20 annual principal installments. The Series 2015 Bonds stated to mature in any year may be issued as serial Series 2015 Bonds or as term Series 2015 Bonds payable prior to stated maturity pursuant to sinking fund redemption (the "Term Bonds"). The Director of Finance shall determine in the Certificate of Award whether any of the Series 2015 Bonds shall be issued as Term Bonds, any dates (the "Mandatory Redemption Dates") on which the principal amount of the Term Bonds shall be payable pursuant to mandatory sinking fund installments rather than at stated maturity and the amount of principal to be paid on each Mandatory Redemption Date (the "Mandatory Sinking Fund Redemption Requirements").

If any of the Series 2015 Bonds are issued as Term Series 2015 Bonds, the Term Bonds shall be redeemed pursuant to the Mandatory Sinking Fund Redemption Requirements at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the Mandatory Redemption Dates. The aggregate of the moneys to be deposited with the Trustee for payment of principal of and interest on any Term Bonds shall include amounts sufficient to redeem on the Mandatory Redemption Dates the principal amount of Term Bonds payable on those dates pursuant to the Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as provided in the Indenture and the Seventh Supplement).

The Series 2015 Bonds may be subject to redemption prior to maturity by and at the option of the City, in whole or in part on any date, in whole multiples of \$5,000, on the redemption dates and at the redemption prices specified in the Certificate of Award, plus, in each case, accrued interest to the redemption date. Based on the written advice of a financial advisor, the Director of Finance may determine in the Certificate of Award that it is in the best interests of the City (i) for some or all of the Series 2015 Bonds not to be callable prior to their stated maturity, and (ii) for a premium to be payable on the redemption of any Series 2015 Bonds calculated in a manner to make the bondholder whole for the loss of the investment or calculated as a percentage in excess of 100% of the principal amount redeemed.

If and to the extent provided in the Certificate of Award, the City may have the option to purchase any Bond which is redeemable by optional redemption at a purchase price not less than the redemption price that would be payable if that Bond were called for optional redemption on the date of the proposed purchase. That election shall be exercised as provided in the Seventh Supplement.

If and to the extent provided in the Certificate of Award, the Series 2015 Bonds may be secured by a Debt Service Reserve Fund to be held by the Trustee under the Indenture. The principal amount of the Series 2015 Bonds may include provision for funding the Debt Service Reserve Fund from the proceeds of the Series 2015 Bonds, subject to compliance with applicable federal tax laws.

The Director of Finance shall indicate in the Certificate of Award whether the Series 2015 Bonds are being issued as obligations the interest on which is excluded from gross income for federal income tax purposes ("Tax-Exempt Obligations").

**Section 5. Sale of Series 2015 Bonds.** The Series 2015 Bonds shall first be offered for purchase to the Trustees of the Sinking Fund and, if not purchased by them, shall be offered to the Treasury Investment Account for purchase and, if not purchased for that Account, shall be sold to the purchaser identified in the Certificate of Award (the "Original Purchaser"). The Certificate of Award shall specify the final terms of the Series 2015 Bonds in accordance with law, the provisions of this Ordinance, the written advice of a financial advisor retained under authority of Section 12 and the Original Purchaser's offer to purchase the Series 2015 Bonds, including: the principal amount of the Series 2015 Bonds (which shall not exceed the amount stated in Section 1), the purchase price (which shall be not less than 97% of the principal amount plus accrued interest to their date of delivery), interest rate or rates, the amounts and years in which principal installments are payable (at stated maturity or pursuant to Mandatory Sinking Fund Redemption Requirements), terms and conditions under which any Series 2015 Bonds may be redeemed prior to maturity at the option of the City, the Interest Payment Dates and the date of the Series 2015 Bonds (if different from those set forth in Section 3) and any other matters required in this Ordinance to be set forth in that Certificate. As appropriate under the Charter, the Mayor, Director of Finance, Director of Law, Clerk of Council and other appropriate officers of the City are, and each of them is, authorized to take such actions as are necessary, appropriate and in the best interest of the City to establish the terms and requirements for delivery of the Series 2015 Bonds and to make such arrangements as are necessary with the Original Purchaser in order to establish the date, location, procedures, and conditions for the delivery of the Series 2015 Bonds to the Original Purchaser, to give all appropriate notices and certificates, to cause a true transcript of proceedings with reference to the issuance of the Series 2015 Bonds to be delivered to the Original Purchaser, to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance and to take all steps necessary to effect the due execution, authentication and delivery of the Series 2015 Bonds. The Director of Finance is authorized to sign and deliver on behalf of the City a bond purchase agreement between the City and the Original Purchaser (the "Bond Purchase Agreement"), approved as to form by the Director of Law, setting forth the terms and conditions on which the City agrees to sell the Series 2015 Bonds and the Original Purchaser agrees to buy the Series 2015 Bonds on terms consistent with this Ordinance and the Indenture, that are not substantially adverse to the City and that are approved by the Director of Finance on behalf of the City, all of which

shall be conclusively evidenced by the signing of the Bond Purchase Agreement or amendments to the Bond Purchase Agreement by the Director of Finance. It is determined that the terms of the Series 2015 Bonds, as provided in this Ordinance and as may be provided in or pursuant to the Certificate of Award, the Indenture and the Seventh Supplement, are in the best interest of the City and in compliance with all legal requirements.

**Section 6. Application of Proceeds.** The proceeds from the sale of the Series 2015 Bonds shall be applied as follows:

(a) to the payment of any providers of any Credit Support Instruments, the fees and expenses required to be paid by the City to obtain the Credit Support Instrument;

(b) to the Trustee, for deposit in the Interest Payment Account in the Debt Service Fund, the amount, if any, received by the City upon delivery of the Series 2015 Bonds as accrued interest from their dated date to the date of their delivery to the Original Purchaser;

(c) to the Trustee, for deposit in the Debt Service Reserve Fund, any amount identified in the Certificate of Award as required to be deposited in the Debt Service Reserve Fund;

(d) to the Trustee, for deposit in the Interest Payment Account in the Debt Service Fund, the amount, if any, received by the City upon delivery of the Series 2015 Bonds as original issue premium from the sale of the Series 2015 Bonds; and

(e) to the Trustee for deposit in the Project Fund, the balance of the proceeds.

**Section 7. Supplemental Indenture.** The Director of Finance is authorized to sign and deliver on behalf of the City a supplemental trust indenture (the "Seventh Supplement"), supplementing the Indenture to provide procedures for the authentication, registration and transfer of the Series 2015 Bonds, redemption of Series 2015 Bonds, payments under any Credit Support Instrument authorized by Section 11, application of the proceeds of the Series 2015 Bonds, defeasance of the Series 2015 Bonds, and other terms consistent with this Ordinance and the Certificate of Award and approved by the Director of Finance as not substantially adverse to the City. The Seventh Supplement shall be approved as to form by the Director of Law. The determination by the Director of Finance that the provisions of the Seventh Supplement are not substantially adverse to the City shall be conclusively evidenced by the Director's signing of the Seventh Supplement. As appropriate under the Charter, the Mayor, the Director of Finance, the Director of Law, the Clerk of Council and other appropriate officers of the City are, and each of them is, authorized to sign, acknowledge and deliver, in the name and on behalf of the City, such documents, certifications and instruments in addition to the Indenture and Seventh Supplement as may be necessary or appropriate to issue and sell the Series 2015 Bonds and to consummate the transactions authorized by this Ordinance.

**Section 8. Bond Anticipation Notes.** For the purpose of raising money in anticipation of the issuance of the Series 2015 Bonds for the purpose set forth in Section 1, notes of the City

may be issued in an aggregate principal amount not to exceed \$6,900,000 (the "Notes") upon the direction of the Director of Finance to be set forth in a certificate providing for the final terms of the Notes and the sale of the Notes and signed by the Director of Finance (the "Note Certificate of Award"). The Notes, if sold as fixed rate obligations, shall bear interest at such rate, not exceeding 3% per year, and shall be payable on the date or dates, as shall be determined by the Director of Finance of the City in the Note Certificate of Award; shall be dated their date of issuance; shall mature on the date set forth in the Note Certificate of Award; shall be subject to redemption by the City at any time prior to maturity without penalty, unless the Director of Finance, based on the advice of a financial advisor, determines that it is in the best interest of the City in order to enhance the marketability of the Notes, that the Notes not be redeemable prior to maturity or that a premium be paid on their prior redemption; shall be designated "Housing and Neighborhood Development Bond Anticipation Notes" or as otherwise provided in the Note Certificate of Award; shall be issued in such numbers and denominations as may be requested by the Note Purchaser (hereinafter defined); and shall be issued in fully registered form (which may be in a book entry only system). The provisions of Sections 9.98 to 9.983 of the Revised Code shall apply to the Notes and pursuant to that authority and this Ordinance, the Director of Finance may determine in the Certificate of Award, based on the written advice of a financial advisor, that the City's best interests will be served by causing all or a portion of the Notes to be obligations bearing interest at variable rates. If the Director of Finance so determines, then the Director of Finance shall specify in the Certificate of Award the method and procedure by which the variable rate of interest to be borne by the variable rate Notes shall be determined; provided that the variable rate Notes shall not bear interest at a rate in excess of 25% per year. The Director of Finance is authorized to enter into agreements in connection with the delivery of the variable rate Notes, and from time to time thereafter so long as the variable rate Notes are outstanding, with providers of Credit Support Instruments (as defined in Section 11) and others as may be determined by the Director of Finance, based on the written advice of a financial advisor, to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender, providing for liquidity or credit support for the payment of the variable rate Notes upon tender for purchase or redemption, and providing for the repayment by the City of any amounts drawn under the Credit Support Instrument. The Trustee shall be the authenticating agent, registrar, transfer agent and paying agent for the Notes. The Notes shall be signed by the officials of the City and in the manner set forth in the Indenture. The Notes shall first be offered for purchase to the Trustees of the Sinking Fund and, if not purchased by them, shall be offered to the Treasury Investment Account for purchase and, if not purchased for that Account, shall be sold

at not less than par and accrued interest to one or more firms that have proposed to underwrite the Notes and have been selected by the Director of Finance based on an evaluation of the qualifications of those firms (the "Note Purchaser") in the principal amount set forth in a certificate of award to be executed by the Director of Finance (the "Note Certificate of Award"). The proceeds of such sale shall be paid into the proper fund or funds set forth in the Note Certificate of Award and used for the purpose for which the Notes are being issued under the provisions of this Ordinance.

**Section 9. Official Statement; Continuing Disclosure.** If, in the judgment of the Director of Finance, a disclosure document (each, an "Official Statement") is appropriate or necessary in connection with the sale of the Notes or the Series 2015 Bonds, the Director of Finance is authorized to prepare or cause to be prepared on behalf of the City an Official Statement with respect to the Notes or the Series 2015 Bonds, as the case may be, and any necessary supplements and to authorize the use and distribution of each Official Statement and any supplements. The Director of Finance is authorized to sign on behalf of the City and in her official capacity each Official Statement and any supplements approved by her. The Director of Finance is authorized to sign and deliver on behalf of the City and in her official capacity such certificates in connection with the accuracy of each Official Statement and any supplements as may, in her judgment, be necessary or appropriate. The Director of Finance is also authorized to determine and certify on behalf of the City that such disclosure document is "deemed final" by the City within the meaning of Securities and Exchange Commission Rule 15c2-12 the "SEC Rule." The Director of Finance is authorized to contract for services for the production and distribution of preliminary and final Official Statements, including by printed and electronic means.

For the benefit of the holders and beneficial owners from time to time of the Notes or the Series 2015 Bonds, the City agrees, in accordance with, and as the only obligated person with respect to the Notes and the Series 2015 Bonds under the SEC Rule, to provide or cause to be provided such financial information and operating data and notices, in such manner as may be required for purposes of the SEC Rule. In order to describe and specify certain terms of the City's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, the Director of Finance is authorized to prepare, or cause to be prepared, and to sign and deliver, in the name and on behalf of the City, a continuing disclosure agreement or certificate, which shall constitute the continuing disclosure agreement made by the City for the benefit of the holders and beneficial owners of the Notes or the Series 2015 Bonds, as the case may be, in accordance with the SEC Rule. The performance of that agreement shall be subject to the availability of funds and their annual appropriation to meet costs the City would be required to incur to perform it. The Director of Finance is further authorized to establish procedures in

order to ensure compliance by the City with its continuing disclosure agreement, including the timely provision of information and notices.

**Section 10. Federal Tax Considerations.** The representations and covenants in this Section apply only if the Series 2015 Bonds are issued as Tax-Exempt Obligations. The City covenants that it will use, and will restrict the use and investment of, the proceeds of the Series 2015 Bonds and any Notes in such manner and to such extent as may be necessary so that (i) the Series 2015 Bonds and any Notes will not (A) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Internal Revenue Code of 1986, as amended (the "Code") or (B) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (ii) the interest on the Series 2015 Bonds and any Notes will not be an item of tax preference under Section 57 of the Code.

The City further covenants that (i) it will take or cause to be taken such actions that may be required of it for the interest on the Series 2015 Bonds and any Notes to be and remain excluded from gross income for federal income tax purposes, (ii) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (iii) it, or persons acting for it, will, among other acts of compliance, (A) apply the proceeds of the Series 2015 Bonds and any Notes to the governmental purpose of the borrowing, (B) restrict the yield on investment property, (C) make timely and adequate payments to the federal government, (D) maintain books and records and make calculations and reports and (E) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The Director of Finance or any other officer of the City having responsibility for issuance of the Series 2015 Bonds and any Notes is hereby authorized (i) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with respect to the Series 2015 Bonds and any Notes as the City is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or tax status of the Series 2015 Bonds and any Notes or interest thereon, or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing rebate amounts or payments or penalties or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, which action shall be in writing and signed by the officer, (ii) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the City, as may be appropriate to assure the intended tax status of the Series 2015 Bonds and any Notes and (iii) to give one or more appropriate certificates of the City,

for inclusion in the transcript of proceedings for the Series 2015 Bonds and any Notes, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2015 Bonds and any Notes, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Series 2015 Bonds and any Notes and the tax status of the Series 2015 Bonds and any Notes.

**Section 11. Credit Facilities and Ratings.** If the Director of Finance determines it to be in the best interests of the City, based on the written advice of a financial advisor, the Director of Finance may obtain an insurance policy, letter of credit, standby bond purchase agreement or other credit enhancement instrument as further security for the payment when due of the principal of and interest on all or any portion of the Series 2015 Bonds or any Notes (a "Credit Support Instrument"). The Director of Finance may request a rating on the Series 2015 Bonds or Notes from one or more nationally recognized rating organizations, and do any and all things and take any and all actions required to secure a Credit Support Instrument and/or a rating or ratings on the Series 2015 Bonds or Notes. The Director of Finance may enter into one or more agreements for Credit Support Instruments containing terms not materially inconsistent with this Ordinance or the Indenture. The expenditure of the amounts necessary to secure Credit Support Instruments or obtain those ratings is authorized and approved, and the Director of Finance is authorized to provide for the payment of any such amounts from the proceeds of the Series 2015 Bonds or Notes to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**Section 12. Financial Advisor.** The Director of Finance may obtain the services of one or more financial advisors, from time to time, to assist the Director of Finance in making any of the determinations required by this Ordinance to be determined by the Director of Finance. The Director of Finance may rely on the written advice of any financial advisor so retained. Any financial advisor employed under the authority of this Ordinance shall be disinterested in the transaction and be independent of the Original Purchasers and any other party interested in the transaction.

**Section 13. Open Meeting Determination.** It is found and determined that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken, and that all deliberations of this Council any of its committees that resulted in these formal actions were held, in meetings open to the public in compliance with all legal requirements, including, without limitation, Section 121.22 of the Revised Code.

**Section 14. Findings and Recitals of Validity.** It is hereby determined, represented and recited that all acts, conditions and things necessary to be done precedent to and in the issuing of the Series 2015 Bonds and the Notes in order to make them legal, valid and binding obligations of the City have

happened, been done and been performed in regular and due form as required by law; and that no limitation of indebtedness or taxation, either statutory or constitutional, will have been exceeded in the issuance of the Series 2015 Bonds or the Notes. It is further found and determined, and is represented and recited, that the provisions of Sections 28, 29, 32, 33 (including the provisions of Section 33 with respect to readings on three separate days or dispensing with such readings by a two-thirds vote of all members of the Council), 36, 37, 48 and all other applicable provisions of the City's Charter and the rules of this Council have been fully complied with and this Ordinance was passed in conformity therewith.

**Section 15. Delivery to County Fiscal Officer.** The Director of Finance is authorized to forward a certified copy of this Ordinance and of the Certificate of Award for the Series 2015 Bonds and any Note Certificate of Award to the County Fiscal Officer of Cuyahoga County and to secure a receipt therefor.

**Section 16. Severability.** Each section and each part of each section of this Ordinance is declared to be an independent section or part of a section and, notwithstanding any other evidence of legislative intent, it is declared to be the controlling legislative intent that if any such section or part of a section or any provision thereof, or the application thereof to any person or circumstance, is held to be invalid, the remaining sections or parts of sections and the application of such provisions to any other person or circumstance, other than those as to which it is held invalid, shall not be affected thereby, and it is declared to be the legislative intent that the other provisions of this Ordinance would have been passed independently of such section, or parts of a section, so held to be invalid.

**Section 17. Legislative Intent.** All terms, conditions, pledges, covenants or agreements on the part of the City provided for in this Ordinance are made by the voluntary act of the City under its lawful authority, including its authority under its Charter and Article XVIII of the Constitution of Ohio and Section 16 of Article VIII of the Constitution of Ohio. Any provisions of the Codified Ordinances of the City which are inconsistent with the provisions of this Ordinance shall not apply to the Series 2015 Bonds or the Notes authorized herein.

Nothing in this Ordinance is intended to, and no provision hereof shall be applied in any manner as would, impair the obligation of contract of the City with respect to any outstanding Series 2015 Bonds, notes, certificates of indebtedness, other obligations, trust indentures, trust agreements, or other agreements or contracts made or entered into by the City and for which consideration was duly received by the City prior to the passage of this Ordinance.

**Section 18. Emergency Measure.** This Ordinance is declared to be an emergency measure for the immediate preservation of the public peace, property, health and safety of the City by providing funds to pay the costs of certain permanent improvements which are urgently needed for the benefit of the City and for the usual daily operation of a municipal department, and, provided this Ordinance

receives the affirmative vote of two-thirds of all members elected to Council, it shall take effect and be in force immediately upon its passage and approval by the Mayor; otherwise it shall take effect and be in force from and after the earliest date allowed by law.

Passed January 12, 2015.  
Effective January 13, 2015.

**Ord. No. 1627-14.**  
**By Council Member Kelley (by departmental request).**

**An emergency ordinance providing for the issuance and sale of revenue bonds in a principal amount not to exceed \$16,300,000 to provide funds for economic and community development in the city and authorizing related matters.**

Whereas, the City is authorized 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 of the Revised Code, among other things, to issue bonds to acquire, construct, equip, or improve one or more projects (as defined in Section 165.01 of the Revised Code) for the purpose of creating or preserving jobs and employment opportunities and improving the economic welfare of the people of the City and of the State of Ohio, including providing money to make loans to others for such purposes; and

Whereas, to create and preserve jobs and employment opportunities, the City has issued bonds under its Core City Fund Program; and

Whereas, the City has determined to authorize as Additional Bonds under the Trust Indenture described in Section 1 another series of Economic and Community Development Revenue Bonds (the Series 2015 Bonds) for those purposes; and

Whereas, it is necessary to issue the Series 2015 Bonds and to do so as soon as possible to address financing needs of pending economic and community development projects and, as a result, this Ordinance constitutes an emergency measure providing for the immediate preservation of the public property, health, and safety and for the usual and daily operation of a municipal department; now, therefore,

Be it ordained by the Council of the City of Cleveland:

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

"Bond Fund" means the Core City Program Bond Retirement Fund held by the Trustee under the Trust Indenture.

"Bond Reserve Fund" means the Core City Program Bond Reserve Fund held by the Trustee under the Trust Indenture.

"Bonds" means the outstanding Series 2004 Bonds, the Series 2013A Bonds, the Series 2014 Bonds, the Series 2015 Bonds authorized by this Ordinance, and any subsequent series of Additional Bonds issued under the Trust Indenture.

"Book entry form" or "Book entry system" means a form or system under which (a) the ownership of book entry interests in the Bonds and the principal of and interest on the Bonds may be transferred only

through a book entry, and (b) physical Bond certificates in fully registered form are issued only to a Depository or its nominee as registered owner, with the physical Bond certificates "immobilized" in the custody of the Depository or its agent. The book entry system is maintained by and is the responsibility of the Depository and not the City or the Bond Registrar. The book entry is the record that identifies, and records the transfer of the interests of, the owners of beneficial (book entry) interests in the Bonds.

"Certificate of Award" means the certificate authorized by Section 6, to be signed by the Director of Finance, setting forth and determining those terms or other matters pertaining to the Series 2015 Bonds and their amount, issuance, sale and delivery as this Ordinance requires or authorizes to be set forth or determined in it.

"Continuing Disclosure Agreement" means the agreement authorized by Section 11, which, together with the agreements of the City set forth in that Section, shall constitute the continuing disclosure agreement made by the City for the benefit of holders and beneficial owners of the Series 2015 Bonds in accordance with the Rule.

"Corporation" means Cleveland Citywide Development Corporation, the community improvement corporation organized under Revised Code Chapter 1724 and designated by this Council as the "agency" of the City within the meaning of Revised Code Chapter 165.

"Credit Support Instrument" means a letter of credit, an insurance policy, standby bond purchase agreement, or other credit enhancement or liquidity device provided to enhance the security or liquidity of the Series 2015 Bonds.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on the Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

"Economic Development Plan" means the plan of industrial, commercial, distribution and research development prepared by the Corporation and approved by this Council.

"Net Project Revenues" means Revenues, if any, remaining and available to pay debt charges on the Bonds after the application by the City of the Revenues to make grants or loans for additional economic development projects in the City.

"Nontax Revenues" means all moneys of the City which are not moneys raised by taxation, to the extent available for the purpose of paying debt charges on the Bonds, including, but not limited to the following: (a) grants from the United States of America and the State; (b) payments in lieu of taxes now or hereafter authorized by State statute; (c) fines and forfeitures which are deposited in the City's General Fund; (d) fees deposited in the City's General Fund for services provided and from properly imposed licenses and permits; (e) investment earnings on the City's

General Fund; (f) investment earnings on other funds of the City that are credited to the City's General Fund; (g) proceeds from the sale of assets which are deposited in the City's General Fund; (h) gifts and donations; and (i) all rental payments which are deposited in the City's General Fund.

"Original Purchaser" means the original purchaser or original purchasers of the Series 2015 Bonds, as specified by the Director of Finance in the Certificate of Award.

"Proceedings" means, collectively, this Ordinance, the Certificate of Award, the Trust Indenture as amended and supplemented, including by the Sixth Supplement, the Continuing Disclosure Agreement and such other proceedings of the City, including the Series 2015 Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Series 2015 Bonds.

"Project" means each project or, collectively, all projects (as defined in Section 165.01 of the Revised Code) funded from the Series 2015 Bonds for the purpose of creating or preserving jobs and employment opportunities and improving the economic welfare of the people of the City and of the State of Ohio, including providing money to make loans to others for such purposes, and including but not limited to the acquisition, construction, equipping, or improvement of multi-unit housing and commercial development and the preparation or remediation of sites for such purposes.

"Project Fund" means the Series 2015 Project Fund established pursuant to Section 10.

"Revenues" means the rentals, revenues, payments, repayments, income, charges, and moneys derived or to be derived from the use, lease, sublease, rental, sale, including installment sale or conditional sale, or other disposition of individual Projects, or derived or to be derived from a loan made for a Project.

"Rule" means SEC Rule 15c2-12.

"Series 2004 Bonds" means the City's \$19,280,000 Taxable Economic and Community Development Revenue Bonds, Series 2004 (Core City Fund).

"Series 2013A Bonds" means the City's \$25,360,000 Taxable Economic and Community Development Refunding Revenue Bonds, Series 2013A (Core City Fund).

"Series 2014 Bonds" means the City's \$12,365,000 Taxable Economic and Community Development Refunding Revenue Bonds, Series 2014 (Core City Fund).

"Series 2015 Bonds" means the Bonds authorized by this Ordinance.

"Sixth Supplement" means the Sixth Supplemental Trust Indenture providing for the terms of the Series 2015 Bonds.

"State" means the State of Ohio.

"Trust Indenture" means the Trust Indenture dated as of December 15, 2003 between the City and the Trustee, as supplemented and amended from time to time.

"Trustee" means U.S. Bank National Association, as trustee, paying agent and registrar for the Bonds under the Trust Indenture.

Unless otherwise indicated, any reference to a Section is a reference to a Section of this Ordinance.

**Section 2. Authorized Principal Amount and Purpose.** This Council

determines that each Project is a "project" as defined in Revised Code Chapter 165 and is consistent with the purposes of Section 13, Article VIII of the Ohio Constitution to benefit the people of the City and of the State by creating and preserving jobs and employment opportunities and improving the economic welfare of the people of the City and of the State. It is necessary and proper and in the best interest of the City to, and the City shall, issue the Series 2015 Bonds in an aggregate principal amount not to exceed \$16,300,000 for the purpose of providing the funds necessary for the Project. The final aggregate principal amount of the Series 2015 Bonds will be determined in the Certificate of Award as provided in Section 6.

**Section 3. Terms of Series 2015 Bonds.** The Series 2015 Bonds shall be dated the date of issuance or such other date as is designated in the Certificate of Award. The Series 2015 Bonds shall mature on the dates and in the respective principal amounts to be determined by the Director of Finance in the Certificate of Award in accordance with her determination of the best interest of, and financial advantages to, the City; provided that the final maturity date shall be not later than 30 years from the date of issuance of the Series 2015 Bonds. The Series 2015 Bonds shall bear interest from their date at the rate or rates per year set forth in the Certificate of Award, or if any Series 2015 Bonds bear interest at a variable rate, at the rate determined pursuant to the Trust Indenture and the Certificate of Award. Interest on the Series 2015 Bonds shall be payable on the dates determined by the Director of Finance in the Certificate of Award, and the Series 2015 Bonds shall bear interest at those rates until the principal amount of the Series 2015 Bonds is paid or payment is provided for. If any Series 2015 Bonds bear interest at a fixed rate, that rate shall not exceed 8% per year (computed on the basis of a 360-day year consisting of twelve 30-day months) and interest shall be payable not more often than every six months and at maturity or at any earlier redemption date. If any Series 2015 Bonds bear interest at a variable rate or rates, those rates shall not exceed that set forth below, and interest shall be payable not more often than once a month and following purchase and at maturity or at any earlier redemption date.

The Series 2015 Bonds may be issued in one or more separate series, each bearing a distinctive designation, provided that the Series 2015 Bonds of each series satisfy the requirements of this Ordinance. Separate series of Series 2015 Bonds may be issued at the same or different times. The Series 2015 Bonds of each series shall be designated as provided in the applicable Certificate of Award. A separate Certificate of Award may be delivered for each Series.

In the event that the Director of Finance, based on the written advice of a financial advisor, determines that the City's best interests will be served by causing all or a portion of the Series 2015 Bonds to be obligations bearing interest at variable rates, redeemable by the City without penalty or premium on interest adjustment dates, then the Director of Finance is authorized to so specify in the Certificate of Award. If the Director of Finance so determines, then the

Director of Finance shall specify in the Certificate of Award the method and procedure by which the variable rate of interest to be borne by the variable rate Series 2015 Bonds shall be determined, whether by reference to a market index, by a remarketing agent or otherwise; provided that the variable rate Series 2015 Bonds shall not bear interest at a rate in excess of 25% per year. Holders of variable rate Series 2015 Bonds may be given the right to tender their variable rate Series 2015 Bonds for purchase by the City at the times, on the terms, and subject to the conditions set forth in the Certificate of Award and any tender agreement; provided that tender rights shall be exercisable only at such times as a Credit Support Instrument is in place that provides for the payment of the purchase price payable to the tendering holder of a variable rate Bond. If the Director of Finance designates any Series 2015 Bonds as variable rate Series 2015 Bonds, and if the holders of the variable rate Series 2015 Bonds are to be entitled to tender the variable rate Series 2015 Bonds for purchase, then the Director of Finance shall also designate in the Certificate of Award for those variable rate Series 2015 Bonds the provider or providers for any Credit Support Instrument, the tender agent or agents and the remarketing agent or agents, which designations shall be based on the determination of the Director of Finance, based on the written advice of a 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 Director of Finance is authorized to enter into agreements in connection with the delivery of the variable rate Series 2015 Bonds, and from time to time thereafter so long as the variable rate Series 2015 Bonds are outstanding, with providers of Credit Support Instruments, tender agents (which may be the Trustee), remarketing agents, and others as may be determined by the Director of Finance, based on the written advice of a financial advisor, to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender, providing for liquidity or credit support for the payment of the variable rate Series 2015 Bonds upon tender for purchase or redemption, and providing for the repayment by the City of any amounts drawn under the Credit Support Instrument.

The Director of Finance, in connection with the original issuance of the Series 2015 Bonds, and regardless of the Series 2015 Bonds bearing interest at variable or fixed rates, is authorized to contract for one or more Credit Support Instruments, and to pay their costs from proceeds of the Series 2015 Bonds, if he determines that the Credit Support Instrument or Instruments will result in a savings in the cost of this financing to the City, based on the written advice of a financial advisor.

The Director of Finance, based on the written advice of a financial advisor, shall further determine and specify in the Certificate of Award whether any of the Series 2015 Bonds are subject to optional redemption prior to maturity, the earliest date on

which redeemable Series 2015 Bonds shall be subject to prior redemption, which shall not be later than ten years from the first interest payment date, and the applicable redemption premium for the redeemable Series 2015 Bonds, which shall be not greater than 103% of the principal amount redeemed.

The Director of Finance shall indicate in the Certificate of Award whether the Series 2015 Bonds are being issued as obligations the interest on which is excluded from gross income for federal income tax purposes ("Tax-Exempt Obligations").

**Section 4. Registration, Transfer and Exchange.** The Series 2015 Bonds shall be issued only as fully registered Series 2015 Bonds. The Trustee shall act as the authenticating agent, registrar, transfer agent, and paying agent for the Series 2015 Bonds, except as otherwise provided in the Trust Indenture.

Principal of the Series 2015 Bonds shall be payable when due upon presentation and surrender of the Series 2015 Bonds at the office of the Trustee designated in the Trust Indenture. Interest on each Bond shall be paid on each interest payment date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing on the Register (defined below in this Section) at the close of business on the record date provided in the Trust Indenture. The Trustee shall maintain and keep all books and records necessary for the registration, exchange, and transfer of Series 2015 Bonds as provided in the Trust Indenture (the "Register") so long as any of the Series 2015 Bonds remain outstanding. Subject to the provisions in the Trust Indenture, the person in whose name a Bond is registered on the Register shall be regarded as the absolute owner of that Bond for all purposes of the Proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the City nor the Trustee shall be affected by any notice to the contrary, but the registration may be changed as provided in the Trust Indenture. All such payments shall be valid and effectual to satisfy and discharge the City's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

Notwithstanding the foregoing, if and so long as the Series 2015 Bonds are issued in a book entry system, principal of and interest on the Series 2015 Bonds shall be payable in the manner provided in any agreement entered into by the Director of Finance, in the name and on behalf of the City, in connection with the book entry system.

Series 2015 Bonds may be exchanged for Series 2015 Bonds of any authorized denomination upon presentation and surrender at the office designated by the Trustee, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Trustee.

The Series 2015 Bonds may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Series 2015 Bonds may be issued in the form of a single, fully registered Bond representing each maturity and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the

custody of the Depository; (ii) the book entry interest owners of Series 2015 Bonds in book entry form shall have no right to receive Series 2015 Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Series 2015 Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the City.

If any Depository determines not to continue to act as a Depository for the Series 2015 Bonds for use in a book entry system, the Director of Finance may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Director of Finance does not or is unable to do so, the Director of Finance, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Series 2015 Bonds from the Depository, and authenticate and deliver certificates in registered form to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of City action or inaction, of those persons requesting such issuance.

The Director of Finance also is authorized to the extent necessary or required to enter into any agreements determined necessary in connection with the book entry system for the Series 2015 Bonds, after determining that the signing thereof will not endanger the funds or securities of the City and after the approval of the form of any such agreement by the Director of Law.

**Section 5. Execution of Series 2015 Bonds.** Series 2015 Bonds shall be signed by the Mayor and the Director of Finance, in the name of the City and in their official capacities, provided that either or both of those signatures may be a facsimile, and shall bear the seal of the City or a facsimile thereof; provided that no Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Proceedings unless and until the certificate of authentication printed on the Bond is signed by the Trustee as authenticating agent, and authentication by the Trustee shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Trustee or by any other person acting as an agent of the Trustee and approved by the Director of Finance on behalf of the City. The same person need not sign the certificate of authentication on all of the Series 2015 Bonds.

Pursuant to Section 83 of the City's Charter, the Director of Law shall prepare the Series 2015 Bonds and shall endorse thereon her approval of the form and correctness thereof by her manual or facsimile signature. The Series 2015 Bonds shall be issued in the denominations as requested by

the Original Purchaser and approved by the Director of Finance, in conformity with this Ordinance. The entire principal amount may be represented by a single bond certificate and may be issued as fully registered securities and in book entry or other uncertificated form if it is determined by the Director of Finance that issuance of fully registered securities in that form will facilitate the sale and delivery of the Series 2015 Bonds. The Series 2015 Bonds may be issued in the authorized denominations of either (a) \$100,000 each or in any denomination that is the sum of (i) \$100,000 and (ii) \$5,000 or any integral multiple thereof, and not exchangeable for other Series 2015 Bonds in denominations less than \$100,000, or (b) \$5,000 or any integral multiple thereof, as determined by the Director of Finance in the Certificate of Award to be in the best interests of the City. The Series 2015 Bonds shall not have coupons attached, shall be numbered as determined by the Director of Finance and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Ordinance.

**Section 6. Sale of Series 2015 Bonds.** The Series 2015 Bonds shall be sold at not less than 97% of par plus accrued interest at private sale by the Director of Finance to the Original Purchaser in accordance with law and the provisions of this Ordinance. If the Director of Finance determines, based on the written advice of a financial advisor, that an underwriter is incapable of fully performing its duties or meeting its obligations in its capacity as Original Purchaser with respect to the Series 2015 Bonds, the Director of Finance is hereby authorized, in the name of and on behalf of the City, to take whatever action may be necessary to terminate that underwriter's standing as Original Purchaser. The Director of Finance shall sign the Certificate of Award referred to in this Ordinance, evidencing that sale to the Original Purchaser, cause the Series 2015 Bonds to be prepared, and have the Series 2015 Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Series 2015 Bonds if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. The Director of Finance is authorized to sign and deliver, in the name and on behalf of the City, a bond purchase agreement between the City and the Original Purchaser, or representative thereof (the "Purchase Agreement"), in a form consistent with this Ordinance and as approved by the Director of Law. The Director of Finance shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Purchase Agreement from the proceeds of the Series 2015 Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose. The Mayor, the Director of Finance, the Clerk, the Director of Law, and other City officials, as appropriate, are each authorized to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance.

**Section 7. Security for the Bonds.** The Series 2015 Bonds shall be special obligations of the City, and the debt charges on the Series 2015 Bonds, as well as the Series 2004 Bonds, the Series 2013A Bonds, the Series 2014 Bonds, and any Additional Bonds, shall be payable solely from the Net Project Revenues and the Nontax Revenues. The payment of debt charges on the Bonds is secured by the Trust Indenture and by a pledge of and lien on the Bond Fund held by the Trustee under the Trust Indenture. The Bonds are not and shall not be secured by an obligation or pledge of any money raised by taxation. The Bonds do not and shall not represent or constitute a debt or pledge of the faith and credit or taxing power of the City, and the owners thereof have and shall have no right to have taxes levied by the City for the payment of debt charges thereon. The Series 2015 Bonds shall contain a statement to that effect and to the effect that the Bonds are payable solely from the Net Project Revenues and the Nontax Revenues and are not secured by an obligation or pledge of any money raised by taxation.

The City covenants and agrees that while the Bonds are outstanding, it will appropriate and maintain Nontax Revenues at such times and in such amounts as will be sufficient, together with the Net Project Revenues and any other funds available for the purpose, to pay the debt charges on the Bonds and will so restrict other obligations payable from Nontax Revenues prior to or on a parity with the Bonds as will ensure the continuing availability for appropriation of sufficient Nontax Revenues to pay debt charges when due.

In accordance with the Trust Indenture, there shall be deposited in the Bond Fund (i) any Net Project Revenues, and (ii) other Nontax Revenues on or prior to the date debt charges on the Bonds are due, in an amount sufficient to pay those debt charges. There shall be deposited in the Bond Reserve Fund from the proceeds of the Series 2015 Bonds or a Credit Support Instrument, the amount, if any, determined by the Director of Finance based on the written advice of a financial advisor, to enhance the marketability of the Series 2015 Bonds and to enable the City to stabilize its budget against fluctuations in the receipt of Nontax Revenues. Money in the Bond Fund and Bond Reserve Fund shall be applied and invested as provided in the Trust Indenture. Amounts drawn on the Bond Reserve Fund shall be restored to the extent, and over the period of time, provided in the Trust Indenture.

**Section 8. Payment of Debt Changes on the Series 2015 Bonds.** Nothing herein shall be construed as requiring the City to use or apply to the payment of debt charges on the Series 2015 Bonds any funds or revenues from any source other than Net Project Revenues and the Nontax Revenues. Subject to the requirements of Revised Code Section 176.04, nothing herein, however, shall be deemed to prohibit the City, 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 Series 2015 Bonds.

The City will, solely from the proceeds of the Series 2015 Bonds or from the Net Project Revenues or the Nontax Revenues, pay or cause to be paid the debt charges on the Series 2015 Bonds on the dates, at the places and in the manner provided herein and in the Series 2015 Bonds. For that purpose, in each year while the Bonds are outstanding, this Council, after providing for the payment of debt charges payable on the City'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 debt charges due in that year on the Bonds (less other money available for the purpose) and any outstanding parity obligations payable from Nontax Revenues. Further, this 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 City's general obligation securities and to pay those debt charges. The City covenants that, so long as any of the Bonds are outstanding, it shall not issue any additional obligations payable from the Nontax Revenues on a parity with the Bonds and any outstanding parity obligations payable from Nontax Revenues, unless, prior to passage of the ordinance authorizing such parity obligations, the Director of Finance shall have certified to this Council that the Nontax Revenues during the preceding calendar year, adjusted to reflect, if necessary, changes in the rates or charges resulting in the Nontax Revenues, aggregate in amount not less than 100% of the highest amount of (a) debt charges on the Bonds and (b) required payments on such proposed parity obligations and any outstanding parity obligations due in any succeeding calendar year.

Each obligation of the City required to be undertaken pursuant to this Ordinance and the Series 2015 Bonds is binding upon the City, and upon each officer or employee of the City as may from time to time have the authority under law to take any action on behalf of the City as may be necessary to perform all or any part of such obligation, as a duty of the City and of each of those officers and employees resulting from an office, trust or station within the meaning of Section 2731.01 of the Revised Code, providing for enforcement by writ of mandamus.

**Section 9. Supplemental Trust Indenture.** The City shall enter into the Sixth Supplement, supplementing the original Trust Indenture, to further provide for the terms of the Series 2015 Bonds. The Mayor and the Director of Finance shall sign and deliver, in the name and on behalf of the City, the Sixth Supplement in a form consistent with this Ordinance and approved by the Director of Law. The Mayor and the Director of Finance and other City officials, as appropriate, are authorized to take such actions and sign and deliver such related instruments as are necessary or appropriate to consummate the transactions contemplated by this Ordinance.

**Section 10. Project Fund; Deposit of Proceeds.** The proceeds from the sale



of the Series 2015 Bonds are appropriated and shall be used for the purpose for which the Series 2015 Bonds are being issued. There is created by the City, as a separate fund or account, in the custody and control of the Trustee, a fund designated the "Core City Program Series 2015 Project Fund" (the "Project Fund"). That Project Fund shall be maintained separate and apart from the fund established as the project fund for any other series of Bonds issued under the Trust Indenture. The proceeds from the sale of the Series 2015 Bonds shall be deposited in the Project Fund. Additional funds, from whatever source, may be voluntarily deposited in the Project Fund by the City. Funds in the Project Fund may be used to pay costs of a Project, or to make loans to others to pay costs of that Project, consistent with Revised Code Chapter 165, following certification of the Project by the Corporation as being in accordance with the Economic Development Plan. Moneys in the Project Fund are appropriated for, and shall be used to pay, costs of Projects consistent with the requirements of this Ordinance. The City may establish additional accounts or subaccounts within the Project Fund as necessary or convenient to ascertain the dates, amounts and sources of deposits. At such time as disbursements are to be made from the Project Fund to pay costs of a Project, the City shall direct the Trustee to transfer amounts in the Project Fund to the City for subsequent disbursement by, or reimbursement to, the City for Project purposes. Any portion of the proceeds of the Series 2015 Bonds to be used to pay interest on the Series 2015 Bonds shall be deposited in a capitalized interest subaccount of the Project Fund. Any accrued interest received from the sale of the Bonds shall be deposited in the Bond Fund.

**Section 11. Official Statement; Continuing Disclosure.** If, in the judgment of the Director of Finance, a disclosure document (each, an "Official Statement") is appropriate or necessary in connection with the sale of the Series 2015 Bonds, the Director of Finance is authorized to prepare or cause to be prepared on behalf of the City an Official Statement with respect to the Series 2015 Bonds, as the case may be, and any necessary supplements and to authorize the use and distribution of each Official Statement and any supplements. The Director of Finance is authorized to sign on behalf of the City and in her official capacity each Official Statement and any supplements approved by her. The Director of Finance is authorized to sign and deliver on behalf of the City and in her official capacity such certificates in connection with the accuracy of each Official Statement and any supplements as may, in her judgment, be necessary or appropriate. The Director of Finance is also authorized to determine and certify on behalf of the City that such disclosure document is "deemed final" by the City within the meaning of Securities and Exchange Commission Rule 15c2-12 (the "SEC Rule"). The Director of Finance is authorized to contract for services for the production and distribution of preliminary and final Official Statements, including by printed and electronic means.

For the benefit of the holders and beneficial owners from time to time of

the Series 2015 Bonds, the City agrees, in accordance with, and as the only obligated person with respect to the Series 2015 Bonds under the SEC Rule, to provide or cause to be provided such financial information and operating data and notices, in such manner as may be required for purposes of the SEC Rule. In order to describe and specify certain terms of the City's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, the Director of Finance is authorized to prepare, or cause to be prepared, and to sign and deliver, in the name and on behalf of the City, a continuing disclosure agreement or certificate, which shall constitute the continuing disclosure agreement made by the City for the benefit of the holders and beneficial owners of the Series 2015 Bonds, as the case may be, in accordance with the SEC Rule. The performance of that agreement shall be subject to the availability of funds and their annual appropriation to meet costs the City would be required to incur to perform it. The Director of Finance is further authorized to establish procedures in order to ensure compliance by the City with its continuing disclosure agreement, including the timely provision of information and notices.

**Section 12. Federal Tax Considerations.** The representations and covenants in this Section apply only if the Series 2015 Bonds are issued as Tax-Exempt Obligations. The City covenants that it will use, and will restrict the use and investment of, the proceeds of the Series 2015 Bonds and any Notes in such manner and to such extent as may be necessary so that (i) the Series 2015 Bonds and any Notes will not (A) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Internal Revenue Code of 1986, as amended (the "Code") or (B) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (ii) the interest on the Series 2015 Bonds and any Notes will not be an item of tax preference under Section 57 of the Code.

The City further covenants that (i) it will take or cause to be taken such actions that may be required of it for the interest on the Series 2015 Bonds and any Notes to be and remain excluded from gross income for federal income tax purposes, (ii) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (iii) it, or persons acting for it, will, among other acts of compliance, (A) apply the proceeds of the Series 2015 Bonds and any Notes to the governmental purpose of the borrowing, (B) restrict the yield on investment property, (C) make timely and adequate payments to the federal government, (D) maintain books and records and make calculations and reports and (E) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The Director of Finance or any other officer of the City having responsibility for issuance of the Series 2015 Bonds and any Notes is hereby authorized (i) to make or

effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with respect to the Series 2015 Bonds and any Notes as the City is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or tax status of the Series 2015 Bonds and any Notes or interest thereon, or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing rebate amounts or payments or penalties or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, which action shall be in writing and signed by the officer, (ii) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the City, as may be appropriate to assure the intended tax status of the Series 2015 Bonds and any Notes and (iii) to give one or more appropriate certificates of the City, for inclusion in the transcript of proceedings for the Series 2015 Bonds and any Notes, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2015 Bonds and any Notes, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Series 2015 Bonds and any Notes and the tax status of the Series 2015 Bonds and any Notes.

**Section 13. Credit Facilities and Ratings.** If the Director of Finance determines it to be in the best interests of the City, based on the written advice of a financial advisor, the Director of Finance may obtain an insurance policy, letter of credit, standby bond purchase agreement or other credit enhancement instrument as further security for the payment when due of the principal of and interest on all or any portion of the Series 2015 Bonds (a "Credit Support Instrument"). The Director of Finance may request a rating on the Series 2015 Bonds from one or more nationally recognized rating organizations, and do any and all things and take any and all actions required to secure a Credit Support Instrument and/or a rating or ratings on the Series 2015 Bonds. The Director of Finance may enter into one or more agreements for Credit Support Instruments containing terms not materially inconsistent with this Ordinance or the Indenture. The expenditure of the amounts necessary to secure Credit Support Instruments or obtain those ratings is authorized and approved, and the Director of Finance is authorized to provide for the payment of any such amounts from the proceeds of the Series 2015 Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**Section 14. Authorization of Hedging Arrangements.** This Council finds that by engaging in interest rate hedging arrangements with respect to Bonds the City may reduce its cost of borrowing by optimizing the relative amounts of fixed and variable

rate obligations, or minimizing the risk of variations in its debt service costs, or obtaining savings by confirming rates of interest on Bonds in advance of their issuance. To permit the City to have the flexibility to undertake interest rate swap, swaption, rate cap, rate collar and other hedging transactions, from time to time, and to establish the procedures for approving those transactions, this Council authorizes the signing and delivery of one or more agreements (each, a "Hedge Agreement") and any related agreements necessary for the consummation of the transactions contemplated by each Hedge Agreement. The authorizations in this Section are supplemental to and not in derogation of any authority provided by any other ordinance of this Council concerning hedging arrangements.

Upon the determination of the Director of Finance, based on the written advice of a Financial Advisor, that it is to the financial advantage of the City and in the City's best interests that a hedging arrangement be undertaken by the City with respect to any Bonds issued or to be issued under the Trust Indenture, the Director of Finance may authorize one or more interest rate hedge transactions in accordance with the applicable Hedge Agreement; provided that the term of each hedge transaction shall not exceed the final maturity of the Bonds to which the hedge relates.

The Director of Finance shall negotiate the terms of each Hedge Agreement. The City shall receive a written opinion of a Financial Advisor that the payments made or to be made by the counterparty to the City, or by the City to the counterparty, shall be fair value for the Hedge Agreement, considering, among other things, the credit of the City, the credit of the counterparty and the terms and conditions of the Hedge Agreement. The Director of Finance shall determine the terms and conditions of the Hedge Agreement, including without limitation, the time or times and procedures for the exercise by the counterparty or the City, as the case may be, of any option under the Hedge Agreement, whether the obligations of the City under the Hedge Agreement shall be secured by a Credit Support Instrument, and the rates to be paid by the counterparty to the City and by the City to the counterparty under the Hedge Agreement in the event of the exercise of the option. The approval of each interest rate hedge transaction by the Director of Finance shall be conclusively evidenced by the signing and delivery of the applicable Hedge Agreement by the Director of Finance.

The Director of Finance is authorized to enter into an amendment, modification or novation of any Hedge Agreement or any Credit Support Instrument securing a Hedge Agreement or to terminate any Hedge Agreement, in whole or in part, if the Director of Finance determines, based on the written advice of a Financial Advisor, that (a) the amendment, modification, novation or termination is (i) justified by the corresponding benefit to the City, (ii) commercially reasonable based on then-current market conditions, and (iii) in the City's best interests, and (b) any payments made or to be made by the counterparty to the City, or by the City to the counterparty, are fair

value for such amendment, modification, novation or termination, given the credit of the counterparty and the terms and conditions of the amendment, modification, novation or termination. To the extent that any amounts to be paid by the City in connection with any such amendment, modification, novation or termination are not paid from proceeds of the Series 2015 Bonds, those amounts shall be paid from Program Funds and Nontax Revenues appropriated for the purpose.

The City's obligations under any Hedge Agreement shall be payable from Net Project Revenues and Nontax Revenues. The obligation of the City to make payments under any Hedge Agreement does not and shall not represent or constitute a general obligation, debt, bonded indebtedness or a pledge of the faith and credit of the City or the State. Nothing gives any party to any Hedge Agreement the right to have excises, ad valorem or other taxes levied by the City or the State for the payment of any amounts due under any Hedge Agreement.

In the event the Director of Finance determines, based on the written advice of a Financial Advisor, that it is necessary to supplement or amend the Trust Indenture or a Supplemental Indenture in connection with any Hedge Agreement or any amendment, modification, novation or termination of any Hedge Agreement, the Director of Finance is authorized to sign and deliver a Supplemental Indenture or amendment of an existing Supplemental Indenture.

**Section 15. Certifications of Community Improvement Corporation.** Prior to delivery of the Series 2015 Bonds, the Core City Fund program shall be certified to be in accordance with the Plan by the Corporation as the agency of the City for industrial, commercial, distribution and research facilities development within the City. Each Project shall be so certified by the Corporation prior to receiving proceeds of the Bonds by loan or otherwise.

**Section 16. Captions, Headings, and Section References.** The captions and headings in this Ordinance are solely for convenience of reference and in no way define, limit, or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs, or clauses hereof. Reference to a Section means a section of this Ordinance unless otherwise indicated.

**Section 17. Interpretation.** Any provisions of the Codified Ordinances of the City which are inconsistent with the provisions of this Ordinance shall not apply to the Series 2015 Bonds authorized herein. Nothing in this Ordinance is intended to, and no provision hereof shall be applied in any manner as would, impair the obligation of contract of the City with respect to any outstanding bonds, the Series 2015 Bonds, certificates of indebtedness, other obligations, trust indentures, or other agreements or contracts made or entered into by the City.

**Section 18. Financial Advisor.** The Director of Finance may obtain the services of one or more financial advisors, from time to time, to assist the Director of Finance in making any of the determinations required by this Ordinance to be determined by the Director of Finance. The Director of Finance may rely on the written advice of any financial advisor so

retained. Any financial advisor employed under the authority of this Ordinance shall be disinterested in the transaction and be independent of the Original Purchasers and any other party interested in the transaction.

**Section 19. Validity.** This Council finds and determines that this Ordinance was passed in compliance with all applicable provisions of the City's Charter and the rules of this Council. This Council further finds and determines that all acts and conditions necessary to be done or performed by the City or to have been met precedent to and in the issuing of the Series 2015 Bonds in order to make them legal, valid, and binding special obligations of the City have been performed and have been met, or will at the time of delivery of the Series 2015 Bonds have been performed and have been met, in regular and due form as required by law, and that no limitation of indebtedness or taxation, either statutory or constitutional, is applicable to the issuance of the Series 2015 Bonds.

**Section 20. Compliance with Open Meeting Requirements.** This Council finds and determines that all formal actions of this Council and any of its committees concerning and relating to the passage of this Ordinance were taken in an open meeting of this Council or committees, and that all deliberations of this Council and any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

**Section 21. Emergency.** This Ordinance is hereby declared to be an emergency measure and, provided it receives the affirmative vote of two-thirds of all members elected to Council, it shall take effect and be in force immediately upon its passage and approval by the Mayor; otherwise it shall take effect and be in force from and after the earliest period allowed by law.

Passed January 12, 2015.

Effective January 13, 2015.

**Ord. No. 1628-14.**

**By Council Member Kelley (by departmental request).**

**An emergency ordinance authorizing the issuance and sale of bonds in the maximum principal amount of \$34,000,000 for the purpose of providing funds to improve facilities for the discharge of governmental functions or for services otherwise benefitting public safety, health and welfare, and authorizing related matters.**

Whereas, this Council desires to issue bonds in an aggregate principal amount not to exceed \$34,000,000 (the "Series 2015 Bonds") to finance the costs of certain permanent improvements described in Section 1; and

Whereas, the Series 2015 Bonds shall be payable from and secured by income tax revenues of the City remaining after deposits required under the General Bond Ordinance (as defined in Section 2) are made to the escrow agent for the City's general obligation bonds; and

Whereas, the Director of Finance, as fiscal officer of this City, has certified to this Council that the estimated life or usefulness of the improvements to be financed with the proceeds of the Series 2015 Bonds is at least five years and the maximum maturity of the Series 2015 Bonds is 14

years, as evidenced by the certificate contained in File No. 1628-14-A; and

Whereas, the authorization for issuance of the Series 2015 Bonds is necessary to provide funds to pay the costs of certain permanent improvements described in Section 1 that are urgently needed for the benefit of the City, and as a result, this Ordinance constitutes an emergency measure providing for the immediate preservation of the public peace, property, health and safety, and for the usual daily operation of a municipal department; now, therefore,

Be it ordained by the Council of the City of Cleveland:

**Section 1. Purpose.** It is deemed necessary to issue the Series 2015 Bonds in an aggregate principal amount not to exceed \$34,000,000 for the purpose of providing funds to improve facilities for the discharge of governmental functions or for services otherwise benefiting the public safety, health and welfare, including constructing, reconstructing, rehabilitating, installing, renovating, enlarging and otherwise improving buildings, structures and other facilities in, of and for City Hall, police stations, fire stations, emergency medical centers, service stations, waste collection, transfer and disposal facilities, correctional facilities, health facilities, maintenance facilities, kennels, parking facilities, storm water drainage facilities, centers and other facilities, the provision of necessary fixtures, furnishings, equipment, information technology hardware and software, utilities, site improvements and appurtenances, and the acquisition of vehicles, and to pay any capitalized interest and all expenses incurred in connection with the issuance of the securities, including all financing costs within the meaning of Section 133.01(K) of the Revised Code and such other costs of the foregoing permanent improvements that may be financed with the proceeds of securities as permitted by Section 133.15(B) of the Ohio Revised Code and as otherwise permitted by law.

**Section 2. Authority, Security and Source of Payment.** The Series 2015 Bonds shall be issued pursuant to the Ohio Constitution, Chapter 133 of the Ohio Revised Code, the Charter of the City, and this Ordinance for the purpose stated in Section 1. The Series 2015 Bonds shall be payable from and secured by the income tax revenues of the City on a basis subordinate to the security given to the General Obligation Bonds of the City ("General Obligation Bonds") under Ordinance No. 1749-80 passed by the Council on October 8, 1980, as amended by Ordinance No. 1112-83 passed by the Council on May 6, 1983, and Ordinance No. 944-96, passed by the Council on June 10, 1996 (Ordinance No. 1749-80, as so amended and as the same may further be amended from time to time in accordance with its provisions, is referred to as the "General Bond Ordinance"). The debt service on the Series 2015 Bonds shall be payable from income tax collections remaining after depositing with the escrow agent under the General Bond Ordinance the amount required for the payment of debt service on the City's General Obligation Bonds issued and outstanding, from time to time, under the General Bond Ordinance. The Series 2015 Bonds shall be issued and secured under the terms of the Trust Indenture, dated as of April 1, 2008, between the City and U.S. Bank National Association, as trustee (the

"Trustee"), as amended by Section 6.1 of the Second Supplemental Trust Indenture, dated as of June 1, 2010, between the City and the Trustee (together, the "Indenture"). The Indenture currently secures five series of Subordinate Lien Income Tax Bonds issued on May 1, 2008 (collectively, the "Series 2008 Bonds"), four series of Subordinate Lien Income Tax Bonds issued on June 23, 2010 (collectively, the "Series 2010 Bonds"), one series of Subordinate Lien Income Tax Bonds issued on November 29, 2012 (the "Series 2012 Bonds"), three series of Subordinate Lien Income Tax Bonds issued on May 30, 2013 (collectively, the "Series 2013 Bonds"), three series of Subordinate Lien Income Tax Bonds issued on February 11, 2014 (collectively, the "Series 2014A Bonds"), and three series of Subordinate Lien Income Tax Bonds issued on June 11, 2014 (collectively, the "Series 2014B Bonds") and permits the issuance of additional bonds, from time to time, subject to certain restrictions. The Series 2008 Bonds, the Series 2010 Bonds, the Series 2012 Bonds, the Series 2013 Bonds, the Series 2014A Bonds, the Series 2014B Bonds, the Series 2015 Bonds and any additional bonds issued under the Indenture are collectively referred to in this Ordinance as the "Bonds."

**Section 3. Pledge and Covenant to Maintain Income Tax.** So long as Bonds are outstanding under the Indenture, the City pledges the municipal income taxes of the City and grants a lien thereon, subordinate to the lien granted in the General Bond Ordinance as security for the General Obligation Bonds of the City issued and outstanding under the General Bond Ordinance, to the full extent required to meet debt charges payable on the Bonds issued and outstanding, from time to time, under the Indenture. The City covenants to appropriate annually sufficient amounts from the income taxes to pay all debt charges on the General Obligation Bonds, the Bonds outstanding under the Indenture, any Parity Obligations and the Unrestricted Income Tax Obligations (each as defined in the Indenture). The City further covenants that so long as any Bonds are outstanding under the Indenture, the City shall not repeal or amend, or suffer the repeal of, any ordinance for the levy or collection of its income taxes in any manner or to such extent that the City would not be able to meet its obligations to the holders of the Bonds.

**Section 4. Terms of the Series 2015 Bonds.** The Series 2015 Bonds shall be issued in fully registered form. The Series 2015 Bonds may be issued in one or more series or subseries. The Series 2015 Bonds may be delivered only in book-entry form, and if so delivered, shall be registered in the name of the Depository (as defined in the Indenture) or its nominee, as registered owner, and immobilized in the custody of the Depository, and shall not be transferable or exchangeable (except for transfer to another Depository or its nominee) without further action by the City pursuant to the provisions of the Indenture and the Seventh Supplement identified in Section 7. The Series 2015 Bonds shall be designated "Public Facilities Improvement Bonds, Series 2015" and may contain such further designation as provided in the Certificate of Award identified below. The Series 2015

Bonds shall be issued in one lot as fully registered Series 2015 Bonds in denominations of \$5,000 or any whole multiple thereof. The Series 2015 Bonds shall be numbered as determined by the Director of Finance. The Series 2015 Bonds shall be signed by the officials of the City and in the manner set forth in the Indenture.

The Series 2015 Bonds shall be dated the date of their issuance and delivery or such other date specified in the certificate of award providing for the final terms of the Series 2015 Bonds and the sale of the Series 2015 Bonds in accordance with this Ordinance (the "Certificate of Award"). The Series 2015 Bonds shall bear interest from their date until the principal amount is paid at the rate or rates per year specified in the Certificate of Award, provided that the yield (determined in accordance with the arbitrage provisions of the Internal Revenue Code of 1986, as amended) of the Series 2015 Bonds shall not exceed 6% per year, if sold as fixed rate obligations. Interest on the Series 2015 Bonds shall be payable semi-annually on April 1 and October 1, or such other dates specified in the Certificate of Award (the "Interest Payment Dates").

The provisions of Sections 9.98 to 9.983 of the Revised Code shall apply to the Series 2015 Bonds and pursuant to that authority and this Ordinance, the Director of Finance may determine in the Certificate of Award, based on the written advice of a financial advisor, that the City's best interests will be served by causing all or a portion of the Series 2015 Bonds to be obligations bearing interest at variable rates. If the Director of Finance so determines, then the Director of Finance shall specify in the Certificate of Award the method and procedure by which the variable rate of interest to be borne by the variable rate Series 2015 Bonds shall be determined; provided that the variable rate Series 2015 Bonds shall not bear interest at a rate in excess of 25% per year. The Director of Finance is authorized to enter into agreements in connection with the delivery of the variable rate Series 2015 Bonds, and from time to time thereafter so long as the variable rate Series 2015 Bonds are outstanding, with providers of Credit Support Instruments (as defined in Section 11) and others as may be determined by the Director of Finance, based on the written advice of a financial advisor, to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender, providing for liquidity or credit support for the payment of the variable rate Series 2015 Bonds upon tender for purchase or redemption, and providing for the repayment by the City of any amounts drawn under the Credit Support Instrument.

The Series 2015 Bonds shall mature in the years and principal amounts set forth in the Certificate of Award, provided that (i) each principal payment shall occur on an Interest Payment Date, and (ii) the final maturity date of the Series 2015 Bonds shall be no later than August 1, 2031; provided that the Series 2015 Bonds shall not have more than 14 annual principal installments. The Series 2015 Bonds stated to mature in any year may be issued as serial Series 2015 Bonds or as term Series 2015 Bonds payable prior to stated maturity pursuant to

sinking fund redemption (the "Term Bonds"). The Director of Finance shall determine in the Certificate of Award whether any of the Series 2015 Bonds shall be issued as Term Bonds, any dates (the "Mandatory Redemption Dates") on which the principal amount of the Term Bonds shall be payable pursuant to mandatory sinking fund installments rather than at stated maturity and the amount of principal to be paid on each Mandatory Redemption Date (the "Mandatory Sinking Fund Redemption Requirements").

If any of the Series 2015 Bonds are issued as Term Series 2015 Bonds, the Term Bonds shall be redeemed pursuant to the Mandatory Sinking Fund Redemption Requirements at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the Mandatory Redemption Dates. The aggregate of the moneys to be deposited with the Trustee for payment of principal of and interest on any Term Bonds shall include amounts sufficient to redeem on the Mandatory Redemption Dates the principal amount of Term Bonds payable on those dates pursuant to the Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as provided in the Indenture and the Seventh Supplement).

The Series 2015 Bonds may be subject to redemption prior to maturity by and at the option of the City, in whole or in part on any date, in whole multiples of \$5,000, on the redemption dates and at the redemption prices specified in the Certificate of Award, plus, in each case, accrued interest to the redemption date. Based on the written advice of a financial advisor, the Director of Finance may determine in the Certificate of Award that it is in the best interests of the City (i) for some or all of the Series 2015 Bonds not to be callable prior to their stated maturity, and (ii) for a premium to be payable on the redemption of any Series 2015 Bonds calculated in a manner to make the bondholder whole for the loss of the investment or calculated as a percentage in excess of 100% of the principal amount redeemed.

If and to the extent provided in the Certificate of Award, the City may have the option to purchase any Bond which is redeemable by optional redemption at a purchase price not less than the redemption price that would be payable if that Bond were called for optional redemption on the date of the proposed purchase. That election shall be exercised as provided in the Seventh Supplement.

If and to the extent provided in the Certificate of Award, the Series 2015 Bonds may be secured by a Debt Service Reserve Fund to be held by the Trustee under the Indenture. The principal amount of the Series 2015 Bonds may include provision for funding the Debt Service Reserve Fund from the proceeds of the Series 2015 Bonds, subject to compliance with applicable federal tax laws.

**Section 5. Sale of Series 2015 Bonds.** The Series 2015 Bonds shall first be offered for purchase to the Trustees of the Sinking Fund and, if not purchased by them, shall be offered to the Treasury Investment Account for purchase and, if not purchased for that Account, shall be sold to the purchaser identified in the Certificate of

Award (the "Original Purchaser"). The Certificate of Award shall specify the final terms of the Series 2015 Bonds in accordance with law, the provisions of this Ordinance, the written advice of a financial advisor retained under authority of Section 12 and the Original Purchaser's offer to purchase the Series 2015 Bonds, including: the principal amount of the Series 2015 Bonds (which shall not exceed the amount stated in Section 1), the purchase price (which shall be not less than 97% of the principal amount plus accrued interest to their date of delivery), interest rate or rates, the amounts and years in which principal installments are payable (at stated maturity or pursuant to Mandatory Sinking Fund Redemption Requirements), terms and conditions under which any Series 2015 Bonds may be redeemed prior to maturity at the option of the City, the Interest Payment Dates and the date of the Series 2015 Bonds (if different from those set forth in Section 3) and any other matters required in this Ordinance to be set forth in that Certificate. As appropriate under the Charter, the Mayor, Director of Finance, Director of Law, Clerk of Council and other appropriate officers of the City are, and each of them is, authorized to take such actions as are necessary, appropriate and in the best interest of the City to establish the terms and requirements for delivery of the Series 2015 Bonds and to make such arrangements as are necessary with the Original Purchaser in order to establish the date, location, procedures, and conditions for the delivery of the Series 2015 Bonds to the Original Purchaser, to give all appropriate notices and certificates, to cause a true transcript of proceedings with reference to the issuance of the Series 2015 Bonds to be delivered to the Original Purchaser, to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance and to take all steps necessary to effect the due execution, authentication and delivery of the Series 2015 Bonds. The Director of Finance is authorized to sign and deliver on behalf of the City a bond purchase agreement between the City and the Original Purchaser (the "Bond Purchase Agreement"), approved as to form by the Director of Law, setting forth the terms and conditions on which the City agrees to sell the Series 2015 Bonds and the Original Purchaser agrees to buy the Series 2015 Bonds on terms consistent with this Ordinance and the Indenture, that are not substantially adverse to the City and that are approved by the Director of Finance on behalf of the City, all of which shall be conclusively evidenced by the signing of the Bond Purchase Agreement or amendments to the Bond Purchase Agreement by the Director of Finance. It is determined that the terms of the Series 2015 Bonds, as provided in this Ordinance and as may be provided in or pursuant to the Certificate of Award, the Indenture and the Seventh Supplement, are in the best interest of the City and in compliance with all legal requirements.

**Section 6. Application of Proceeds.** The proceeds from the sale of the Series 2015 Bonds shall be applied as follows:

(a) to the payment of any providers of any Credit Support Instruments, the fees and expenses required to be paid by the City to obtain the Credit Support Instrument;

(b) to the Trustee, for deposit in the Interest Payment Account in the Debt Service Fund, the amount, if any, received by the City upon delivery of the Series 2015 Bonds as accrued interest from their dated date to the date of their delivery to the Original Purchaser;

(c) to the Trustee, for deposit in the Debt Service Reserve Fund, any amount identified in the Certificate of Award as required to be deposited in the Debt Service Reserve Fund;

(d) to the Trustee, for deposit in the Interest Payment Account in the Debt Service Fund, the amount, if any, received by the City upon delivery of the Series 2015 Bonds as original issue premium from the sale of the Series 2015 Bonds; and

(e) to the Trustee for deposit in the Project Fund, the balance of the proceeds.

**Section 7. Supplemental Indenture.** The Director of Finance is authorized to sign and deliver on behalf of the City a supplemental trust indenture (the "Seventh Supplement"), supplementing the Indenture to provide procedures for the authentication, registration and transfer of the Series 2015 Bonds, redemption of Series 2015 Bonds, payments under any Credit Support Instrument authorized by Section 11, application of the proceeds of the Series 2015 Bonds, defeasance of the Series 2015 Bonds, and other terms consistent with this Ordinance and the Certificate of Award and approved by the Director of Finance as not substantially adverse to the City. The Seventh Supplement shall be approved as to form by the Director of Law. The determination by the Director of Finance that the provisions of the Seventh Supplement are not substantially adverse to the City shall be conclusively evidenced by the Director's signing of the Seventh Supplement. As appropriate under the Charter, the Mayor, the Director of Finance, the Director of Law, the Clerk of Council and other appropriate officers of the City are, and each of them is, authorized to sign, acknowledge and deliver, in the name and on behalf of the City, such documents, certifications and instruments in addition to the Indenture and Seventh Supplement as may be necessary or appropriate to issue and sell the Series 2015 Bonds and to consummate the transactions authorized by this Ordinance.

**Section 8. Bond Anticipation Notes.** For the purpose of raising money in anticipation of the issuance of the Series 2015 Bonds for the purpose set forth in Section 1, notes of the City may be issued in an aggregate principal amount not to exceed \$34,000,000 (the "Notes") upon the direction of the Director of Finance to be set forth in a certificate providing for the final terms of the Notes and the sale of the Notes and signed by the Director of Finance (the "Note Certificate of Award"). The Notes, if sold as fixed rate obligations, shall bear interest at such rate, not exceeding 3% per year, and shall be payable on the date or dates, as shall be determined by the Director of Finance of the City in the Note Certificate of Award; shall be dated their date of issuance; shall mature on the date set forth in the

Note Certificate of Award; shall be subject to redemption by the City at any time prior to maturity without penalty, unless the Director of Finance, based on the advice of a financial advisor, determines that it is in the best interest of the City in order to enhance the marketability of the Notes, that the Notes not be redeemable prior to maturity or that a premium be paid on their prior redemption; shall be designated "Public Facilities Improvement Bond Anticipation Notes" or as otherwise provided in the Note Certificate of Award; shall be issued in such numbers and denominations as may be requested by the Note Purchaser (hereinafter defined); and shall be issued in fully registered form (which may be in a book entry only system). The provisions of Sections 9.98 to 9.983 of the Revised Code shall apply to the Notes and pursuant to that authority and this Ordinance, the Director of Finance may determine in the Certificate of Award, based on the written advice of a financial advisor, that the City's best interests will be served by causing all or a portion of the Notes to be obligations bearing interest at variable rates. If the Director of Finance so determines, then the Director of Finance shall specify in the Certificate of Award the method and procedure by which the variable rate of interest to be borne by the variable rate Notes shall be determined; provided that the variable rate Notes shall not bear interest at a rate in excess of 25% per year. The Director of Finance is authorized to enter into agreements in connection with the delivery of the variable rate Notes, and from time to time thereafter so long as the variable rate Notes are outstanding, with providers of Credit Support Instruments (as defined in Section 11) and others as may be determined by the Director of Finance, based on the written advice of a financial advisor, to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender, providing for liquidity or credit support for the payment of the variable rate Notes upon tender for purchase or redemption, and providing for the repayment by the City of any amounts drawn under the Credit Support Instrument. The Trustee shall be the authenticating agent, registrar, transfer agent and paying agent for the Notes. The Notes shall be signed by the officials of the City and in the manner set forth in the Indenture. The Notes shall first be offered for purchase to the Trustees of the Sinking Fund and, if not purchased by them, shall be offered to the Treasury Investment Account for purchase and, if not purchased for that Account, shall be sold at not less than par and accrued interest to one or more firms that have proposed to underwrite the Notes and have been selected by the Director of Finance based on an evaluation of the qualifications of those firms (the "Note Purchaser") in the principal amount set forth in a certificate of award to be executed by the Director of Finance (the "Note Certificate of Award"). The proceeds of such sale shall be paid into the proper fund or funds set forth in the Note Certificate of Award and used for the purpose for which the Notes are being issued under the provisions of this Ordinance.

**Section 9. Official Statement; Continuing Disclosure.** If, in the judgment of the Director of Finance, a disclosure document (each, an "Official Statement") is appropriate or necessary in connection with the sale of the Notes or the Series 2015 Bonds, the Director of Finance is authorized to prepare or cause to be prepared on behalf of the City an Official Statement with respect to the Notes or the Series 2015 Bonds, as the case may be, and any necessary supplements and to authorize the use and distribution of each Official Statement and any supplements. The Director of Finance is authorized to sign on behalf of the City and in her official capacity each Official Statement and any supplements approved by her. The Director of Finance is authorized to sign and deliver on behalf of the City and in her official capacity such certificates in connection with the accuracy of each Official Statement and any supplements as may, in her judgment, be necessary or appropriate. The Director of Finance is also authorized to determine and certify on behalf of the City that such disclosure document is "deemed final" by the City within the meaning of Securities and Exchange Commission Rule 15c2-12 the "SEC Rule." The Director of Finance is authorized to contract for services for the production and distribution of preliminary and final Official Statements, including by printed and electronic means.

For the benefit of the holders and beneficial owners from time to time of the Notes or the Series 2015 Bonds, the City agrees, in accordance with, and as the only obligated person with respect to the Notes and the Series 2015 Bonds under the SEC Rule, to provide or cause to be provided such financial information and operating data and notices, in such manner as may be required for purposes of the SEC Rule. In order to describe and specify certain terms of the City's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, the Director of Finance is authorized to prepare, or cause to be prepared, and to sign and deliver, in the name and on behalf of the City, a continuing disclosure agreement or certificate, which shall constitute the continuing disclosure agreement made by the City for the benefit of the holders and beneficial owners of the Notes or the Series 2015 Bonds, as the case may be, in accordance with the SEC Rule. The performance of that agreement shall be subject to the availability of funds and their annual appropriation to meet costs the City would be required to incur to perform it. The Director of Finance is further authorized to establish procedures in order to ensure compliance by the City with its continuing disclosure agreement, including the timely provision of information and notices.

**Section 10. Federal Tax Considerations.** The City covenants that it will use, and will restrict the use and investment of, the proceeds of the Series 2015 Bonds and any Notes in such manner and to such extent as may be necessary so that (i) the Series 2015 Bonds and any Notes will not (A) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Internal Revenue Code of 1986, as amended (the "Code") or (B) be treated other than

as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (ii) the interest on the Series 2015 Bonds and any Notes will not be an item of tax preference under Section 57 of the Code.

The City further covenants that (i) it will take or cause to be taken such actions that may be required of it for the interest on the Series 2015 Bonds and any Notes to be and remain excluded from gross income for federal income tax purposes, (ii) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (iii) it, or persons acting for it, will, among other acts of compliance, (A) apply the proceeds of the Series 2015 Bonds and any Notes to the governmental purpose of the borrowing, (B) restrict the yield on investment property, (C) make timely and adequate payments to the federal government, (D) maintain books and records and make calculations and reports and (E) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The Director of Finance or any other officer of the City having responsibility for issuance of the Series 2015 Bonds and any Notes is hereby authorized (i) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with respect to the Series 2015 Bonds and any Notes as the City is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or tax status of the Series 2015 Bonds and any Notes or interest thereon, or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing rebate amounts or payments or penalties or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, which action shall be in writing and signed by the officer, (ii) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the City, as may be appropriate to assure the intended tax status of the Series 2015 Bonds and any Notes and (iii) to give one or more appropriate certificates of the City, for inclusion in the transcript of proceedings for the Series 2015 Bonds and any Notes, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2015 Bonds and any Notes, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Series 2015 Bonds and any Notes and the tax status of the Series 2015 Bonds and any Notes.

**Section 11. Credit Facilities and Ratings.** If the Director of Finance determines it to be in the best interests of the City, based on the written advice of a financial advisor, the Director of Finance may obtain an

insurance policy, letter of credit, standby bond purchase agreement or other credit enhancement instrument as further security for the payment when due of the principal of and interest on all or any portion of the Series 2015 Bonds or any Notes (a "Credit Support Instrument"). The Director of Finance may request a rating on the Series 2015 Bonds or Notes from one or more nationally recognized rating organizations, and do any and all things and take any and all actions required to secure a Credit Support Instrument and/or a rating or ratings on the Series 2015 Bonds or Notes. The Director of Finance may enter into one or more agreements for Credit Support Instruments containing terms not materially inconsistent with this Ordinance or the Indenture. The expenditure of the amounts necessary to secure Credit Support Instruments or obtain those ratings is authorized and approved, and the Director of Finance is authorized to provide for the payment of any such amounts from the proceeds of the Series 2015 Bonds or Notes to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**Section 12. Financial Advisor.** The Director of Finance may obtain the services of one or more financial advisors, from time to time, to assist the Director of Finance in making any of the determinations required by this Ordinance to be determined by the Director of Finance. The Director of Finance may rely on the written advice of any financial advisor so retained. Any financial advisor employed under the authority of this Ordinance shall be disinterested in the transaction and be independent of the Original Purchasers and any other party interested in the transaction.

**Section 13. Open Meeting Determination.** It is found and determined that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken, and that all deliberations of this Council any of its committees that resulted in these formal actions were held, in meetings open to the public in compliance with all legal requirements, including, without limitation, Section 121.22 of the Revised Code.

**Section 14. Findings and Recitals of Validity.** It is hereby determined, represented and recited that all acts, conditions and things necessary to be done precedent to and in the issuing of the Series 2015 Bonds and the Notes in order to make them legal, valid and binding obligations of the City have happened, been done and been performed in regular and due form as required by law; and that no limitation of indebtedness or taxation, either statutory or constitutional, will have been exceeded in the issuance of the Series 2015 Bonds or the Notes. It is further found and determined, and is represented and recited, that the provisions of Sections 28, 29, 32, 33 (including the provisions of Section 33 with respect to readings on three separate days or dispensing with such readings by a two-thirds vote of all members of the Council), 36, 37, 48 and all other applicable provisions of the City's Charter and the rules of this Council have been fully complied with and this Ordinance was passed in conformity therewith.

**Section 15. Delivery to County Fiscal Officer.** The Director of Finance is authorized to forward a certified copy of this Ordinance and of the Certificate of Award for the Series 2015 Bonds and any Note Certificate of Award to the County Fiscal Officer of Cuyahoga County and to secure a receipt therefor.

**Section 16. Severability.** Each section and each part of each section of this Ordinance is declared to be an independent section or part of a section and, notwithstanding any other evidence of legislative intent, it is declared to be the controlling legislative intent that if any such section or part of a section or any provision thereof, or the application thereof to any person or circumstance, is held to be invalid, the remaining sections or parts of sections and the application of such provisions to any other person or circumstance, other than those as to which it is held invalid, shall not be affected thereby, and it is declared to be the legislative intent that the other provisions of this Ordinance would have been passed independently of such section, or parts of a section, so held to be invalid.

**Section 17. Legislative Intent.** All terms, conditions, pledges, covenants or agreements on the part of the City provided for in this Ordinance are made by the voluntary act of the City under its lawful authority, including its authority under its Charter and Article XVIII of the Constitution of Ohio. Any provisions of the Codified Ordinances of the City which are inconsistent with the provisions of this Ordinance shall not apply to the Series 2015 Bonds or the Notes authorized herein.

Nothing in this Ordinance is intended to, and no provision hereof shall be applied in any manner as would, impair the obligation of contract of the City with respect to any outstanding Series 2015 Bonds, notes, certificates of indebtedness, other obligations, trust indentures, trust agreements, or other agreements or contracts made or entered into by the City and for which consideration was duly received by the City prior to the passage of this Ordinance.

**Section 18. Emergency Measure.** This Ordinance is declared to be an emergency measure for the immediate preservation of the public peace, property, health and safety of the City by providing funds to pay the costs of certain permanent improvements which are urgently needed for the benefit of the City and for the usual daily operation of a municipal department, and, provided this Ordinance receives the affirmative vote of two-thirds of all members elected to Council, it shall take effect and be in force immediately upon its passage and approval by the Mayor; otherwise it shall take effect and be in force from and after the earliest date allowed by law.

Passed January 12, 2015.  
Effective January 13, 2015.

**Ord. No. 1629-14.**  
**By Council Member Kelley (by departmental request).**

**An emergency ordinance authorizing the issuance and sale of bonds in the maximum principal amount of \$11,000,000 for the purpose of providing funds to improve municipal parks and recreation facilities and authorizing related matters.**

Whereas, this Council desires to issue bonds in an aggregate principal amount not to exceed \$11,000,000 (the "Series 2015 Bonds") to finance the costs of certain permanent improvements described in Section 1; and

Whereas, the Series 2015 Bonds shall be payable from and secured by income tax revenues of the City remaining after deposits required under the General Bond Ordinance (as defined in Section 2) are made to the escrow agent for the City's general obligation bonds; and

Whereas, the Director of Finance, as fiscal officer of this City, has certified to this Council that the estimated life or usefulness of the improvements to be financed with the proceeds of the Series 2015 Bonds is at least five years and the maximum maturity of the Series 2015 Bonds is 26 years, as evidenced by the certificate contained in File No. 1629-14-A; and

Whereas, the authorization for issuance of the Series 2015 Bonds is necessary to provide funds to pay the costs of certain permanent improvements described in Section 1 that are urgently needed for the benefit of the City, and as a result, this Ordinance constitutes an emergency measure providing for the immediate preservation of the public peace, property, health and safety, and for the usual daily operation of a municipal department; now, therefore,

Be it ordained by the Council of the City of Cleveland:

**Section 1. Purpose.** It is deemed necessary to issue the Series 2015 Bonds in an aggregate principal amount not to exceed \$11,000,000 for the purpose of providing funds to improve municipal parks and recreation facilities by constructing, reconstructing, rehabilitating, installing, renovating, enlarging and otherwise improving parks and recreation centers and areas, pools, aquatic facilities, skating rinks, greenhouses, bicycle paths, playgrounds, playfields, tracks, fields and related buildings, structures, walkways, pavement, safety surfaces and facilities, and providing necessary water systems, drainage, lighting, signage, fixtures, furnishings, equipment, safety modifications and site improvements, together with all necessary and incidental appurtenances and the acquisition of any required real estate and interests in real estate and the demolition of any existing buildings, structures, walkways and facilities, and to pay any capitalized interest and all expenses incurred in connection with the issuance of the securities, including all financing costs within the meaning of Section 133.01(K) of the Revised Code and such other costs of the foregoing permanent improvements that may be financed with the proceeds of securities as permitted by Section 133.15(B) of the Ohio Revised Code and as otherwise permitted by law.

**Section 2. Authority, Security and Source of Payment.** The Series 2015 Bonds shall be issued pursuant to the Ohio Constitution, Chapter 133 of the Ohio Revised Code, the Charter of the City, and this Ordinance for the purpose stated in Section 1. The Series 2015 Bonds shall be payable from and secured by the income tax revenues of the City on a basis subordinate to the security given to the General Obligation Bonds of the City ("General Obligation Bonds") under Ordinance No. 1749-80 passed by the Council on

October 8, 1980, as amended by Ordinance No. 1112-83 passed by the Council on May 6, 1983, and Ordinance No. 944-96, passed by the Council on June 10, 1996 (Ordinance No. 1749-80, as so amended and as the same may further be amended from time to time in accordance with its provisions, is referred to as the "General Bond Ordinance"). The debt service on the Series 2015 Bonds shall be payable from income tax collections remaining after depositing with the escrow agent under the General Bond Ordinance the amount required for the payment of debt service on the City's General Obligation Bonds issued and outstanding, from time to time, under the General Bond Ordinance. The Series 2015 Bonds shall be issued and secured under the terms of the Trust Indenture, dated as of April 1, 2008, between the City and U.S. Bank National Association, as trustee (the "Trustee"), as amended by Section 6.1 of the Second Supplemental Trust Indenture, dated as of June 1, 2010, between the City and the Trustee (together, the "Indenture"). The Indenture currently secures five series of Subordinate Lien Income Tax Bonds issued on May 1, 2008 (collectively, the "Series 2008 Bonds"), four series of Subordinate Lien Income Tax Bonds issued on June 23, 2010 (collectively, the "Series 2010 Bonds"), one series of Subordinate Lien Income Tax Bonds issued on November 29, 2012 (the "Series 2012 Bonds"), three series of Subordinate Lien Income Tax Bonds issued on May 30, 2013 (collectively, the "Series 2013 Bonds"), three series of Subordinate Lien Income Tax Bonds issued on February 11, 2014 (collectively, the "Series 2014A Bonds"), and three series of Subordinate Lien Income Tax Bonds issued on June 11, 2014 (collectively, the "Series 2014B Bonds") and permits the issuance of additional bonds, from time to time, subject to certain restrictions. The Series 2008 Bonds, the Series 2010 Bonds, the Series 2012 Bonds, the Series 2013 Bonds, the Series 2014A Bonds, the Series 2014B Bonds, the Series 2015 Bonds and any additional bonds issued under the Indenture are collectively referred to in this Ordinance as the "Bonds."

**Section 3. Pledge and Covenant to Maintain Income Tax.** So long as Bonds are outstanding under the Indenture, the City pledges the municipal income taxes of the City and grants a lien thereon, subordinate to the lien granted in the General Bond Ordinance as security for the General Obligation Bonds of the City issued and outstanding under the General Bond Ordinance, to the full extent required to meet debt charges payable on the Bonds issued and outstanding, from time to time, under the Indenture. The City covenants to appropriate annually sufficient amounts from the income taxes to pay all debt charges on the General Obligation Bonds, the Bonds outstanding under the Indenture, any Parity Obligations and the Unrestricted Income Tax Obligations (each as defined in the Indenture). The City further covenants that so long as any Bonds are outstanding under the Indenture, the City shall not repeal or amend, or suffer the repeal of, any ordinance for the levy or collection of its income taxes in any manner or to such extent that the City would not be able to meet its obligations to the holders of the Bonds.

**Section 4. Terms of the Series 2015 Bonds.** The Series 2015 Bonds shall be issued in fully registered form. The Series 2015 Bonds may be issued in one or more series or subseries. The Series 2015 Bonds may be delivered only in book-entry form, and if so delivered, shall be registered in the name of the Depository (as defined in the Indenture) or its nominee, as registered owner, and immobilized in the custody of the Depository, and shall not be transferable or exchangeable (except for transfer to another Depository or its nominee) without further action by the City pursuant to the provisions of the Indenture and the Seventh Supplement identified in Section 7. The Series 2015 Bonds shall be designated "Parks and Recreation Facilities Improvement Bonds, Series 2015" and may contain such further designation as provided in the Certificate of Award identified below. The Series 2015 Bonds shall be issued in one lot as fully registered Series 2015 Bonds in denominations of \$5,000 or any whole multiple thereof. The Series 2015 Bonds shall be numbered as determined by the Director of Finance. The Series 2015 Bonds shall be signed by the officials of the City and in the manner set forth in the Indenture.

The Series 2015 Bonds shall be dated the date of their issuance and delivery or such other date specified in the certificate of award providing for the final terms of the Series 2015 Bonds and the sale of the Series 2015 Bonds in accordance with this Ordinance (the "Certificate of Award"). The Series 2015 Bonds shall bear interest from their date until the principal amount is paid at the rate or rates per year specified in the Certificate of Award, provided that the yield (determined in accordance with the arbitrage provisions of the Internal Revenue Code of 1986, as amended) of the Series 2015 Bonds shall not exceed 6% per year, if sold as fixed rate obligations. Interest on the Series 2015 Bonds shall be payable semi-annually on April 1 and October 1, or such other dates specified in the Certificate of Award (the "Interest Payment Dates").

The provisions of Sections 9.98 to 9.983 of the Revised Code shall apply to the Series 2015 Bonds and pursuant to that authority and this Ordinance, the Director of Finance may determine in the Certificate of Award, based on the written advice of a financial advisor, that the City's best interests will be served by causing all or a portion of the Series 2015 Bonds to be obligations bearing interest at variable rates. If the Director of Finance so determines, then the Director of Finance shall specify in the Certificate of Award the method and procedure by which the variable rate of interest to be borne by the variable rate Series 2015 Bonds shall be determined; provided that the variable rate Series 2015 Bonds shall not bear interest at a rate in excess of 25% per year. The Director of Finance is authorized to enter into agreements in connection with the delivery of the variable rate Series 2015 Bonds, and from time to time thereafter so long as the variable rate Series 2015 Bonds are outstanding, with providers of Credit Support Instruments (as defined in Section 11) and others as may be determined by the Director of Finance, based on the written advice of a financial advisor, to be necessary

or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender, providing for liquidity or credit support for the payment of the variable rate Series 2015 Bonds upon tender for purchase or redemption, and providing for the repayment by the City of any amounts drawn under the Credit Support Instrument.

The Series 2015 Bonds shall mature in the years and principal amounts set forth in the Certificate of Award, provided that (i) each principal payment shall occur on an Interest Payment Date, and (ii) the final maturity date of the Series 2015 Bonds shall be no later than August 1, 2043; provided that the Series 2015 Bonds shall not have more than 26 annual principal installments. The Series 2015 Bonds stated to mature in any year may be issued as serial Series 2015 Bonds or as term Series 2015 Bonds payable prior to stated maturity pursuant to sinking fund redemption (the "Term Bonds"). The Director of Finance shall determine in the Certificate of Award whether any of the Series 2015 Bonds shall be issued as Term Bonds, any dates (the "Mandatory Redemption Dates") on which the principal amount of the Term Bonds shall be payable pursuant to mandatory sinking fund installments rather than at stated maturity and the amount of principal to be paid on each Mandatory Redemption Date (the "Mandatory Sinking Fund Redemption Requirements").

If any of the Series 2015 Bonds are issued as Term Series 2015 Bonds, the Term Bonds shall be redeemed pursuant to the Mandatory Sinking Fund Redemption Requirements at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the Mandatory Redemption Dates. The aggregate of the moneys to be deposited with the Trustee for payment of principal of and interest on any Term Bonds shall include amounts sufficient to redeem on the Mandatory Redemption Dates the principal amount of Term Bonds payable on those dates pursuant to the Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as provided in the Indenture and the Seventh Supplement).

The Series 2015 Bonds may be subject to redemption prior to maturity by and at the option of the City, in whole or in part on any date, in whole multiples of \$5,000, on the redemption dates and at the redemption prices specified in the Certificate of Award, plus, in each case, accrued interest to the redemption date. Based on the written advice of a financial advisor, the Director of Finance may determine in the Certificate of Award that it is in the best interests of the City (i) for some or all of the Series 2015 Bonds not to be callable prior to their stated maturity, and (ii) for a premium to be payable on the redemption of any Series 2015 Bonds calculated in a manner to make the bondholder whole for the loss of the investment or calculated as a percentage in excess of 100% of the principal amount redeemed.

If and to the extent provided in the Certificate of Award, the City may have the option to purchase any Bond which is redeemable by optional redemption at a purchase price not less than the redemption price that

would be payable if that Bond were called for optional redemption on the date of the proposed purchase. That election shall be exercised as provided in the Seventh Supplement.

If and to the extent provided in the Certificate of Award, the Series 2015 Bonds may be secured by a Debt Service Reserve Fund to be held by the Trustee under the Indenture. The principal amount of the Series 2015 Bonds may include provision for funding the Debt Service Reserve Fund from the proceeds of the Series 2015 Bonds, subject to compliance with applicable federal tax laws.

**Section 5. Sale of Series 2015 Bonds.**

The Series 2015 Bonds shall first be offered for purchase to the Trustees of the Sinking Fund and, if not purchased by them, shall be offered to the Treasury Investment Account for purchase and, if not purchased for that Account, shall be sold to the purchaser identified in the Certificate of Award (the "Original Purchaser"). The Certificate of Award shall specify the final terms of the Series 2015 Bonds in accordance with law, the provisions of this Ordinance, the written advice of a financial advisor retained under authority of Section 12 and the Original Purchaser's offer to purchase the Series 2015 Bonds, including: the principal amount of the Series 2015 Bonds (which shall not exceed the amount stated in Section 1), the purchase price (which shall be not less than 97% of the principal amount plus accrued interest to their date of delivery), interest rate or rates, the amounts and years in which principal installments are payable (at stated maturity or pursuant to Mandatory Sinking Fund Redemption Requirements), terms and conditions under which any Series 2015 Bonds may be redeemed prior to maturity at the option of the City, the Interest Payment Dates and the date of the Series 2015 Bonds (if different from those set forth in Section 3) and any other matters required in this Ordinance to be set forth in that Certificate. As appropriate under the Charter, the Mayor, Director of Finance, Director of Law, Clerk of Council and other appropriate officers of the City are, and each of them is, authorized to take such actions as are necessary, appropriate and in the best interest of the City to establish the terms and requirements for delivery of the Series 2015 Bonds and to make such arrangements as are necessary with the Original Purchaser in order to establish the date, location, procedures, and conditions for the delivery of the Series 2015 Bonds to the Original Purchaser, to give all appropriate notices and certificates, to cause a true transcript of proceedings with reference to the issuance of the Series 2015 Bonds to be delivered to the Original Purchaser, to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance and to take all steps necessary to effect the due execution, authentication and delivery of the Series 2015 Bonds. The Director of Finance is authorized to sign and deliver on behalf of the City a bond purchase agreement between the City and the Original Purchaser (the "Bond Purchase Agreement"), approved as to form by the Director of Law, setting forth the terms and conditions on which the City agrees to

sell the Series 2015 Bonds and the Original Purchaser agrees to buy the Series 2015 Bonds on terms consistent with this Ordinance and the Indenture, that are not substantially adverse to the City and that are approved by the Director of Finance on behalf of the City, all of which shall be conclusively evidenced by the signing of the Bond Purchase Agreement or amendments to the Bond Purchase Agreement by the Director of Finance. It is determined that the terms of the Series 2015 Bonds, as provided in this Ordinance and as may be provided in or pursuant to the Certificate of Award, the Indenture and the Seventh Supplement, are in the best interest of the City and in compliance with all legal requirements.

**Section 6. Application of Proceeds.** The proceeds from the sale of the Series 2015 Bonds shall be applied as follows:

(a) to the payment of any providers of any Credit Support Instruments, the fees and expenses required to be paid by the City to obtain the Credit Support Instrument;

(b) to the Trustee, for deposit in the Interest Payment Account in the Debt Service Fund, the amount, if any, received by the City upon delivery of the Series 2015 Bonds as accrued interest from their dated date to the date of their delivery to the Original Purchaser;

(c) to the Trustee, for deposit in the Debt Service Reserve Fund, any amount identified in the Certificate of Award as required to be deposited in the Debt Service Reserve Fund;

(d) to the Trustee, for deposit in the Interest Payment Account in the Debt Service Fund, the amount, if any, received by the City upon delivery of the Series 2015 Bonds as original issue premium from the sale of the Series 2015 Bonds; and

(e) to the Trustee for deposit in the Project Fund, the balance of the proceeds.

**Section 7. Supplemental Indenture.** The Director of Finance is authorized to sign and deliver on behalf of the City a supplemental trust indenture (the "Seventh Supplement"), supplementing the Indenture to provide procedures for the authentication, registration and transfer of the Series 2015 Bonds, redemption of Series 2015 Bonds, payments under any Credit Support Instrument authorized by Section 11, application of the proceeds of the Series 2015 Bonds, defeasance of the Series 2015 Bonds, and other terms consistent with this Ordinance and the Certificate of Award and approved by the Director of Finance as not substantially adverse to the City. The Seventh Supplement shall be approved as to form by the Director of Law. The determination by the Director of Finance that the provisions of the Seventh Supplement are not substantially adverse to the City shall be conclusively evidenced by the Director's signing of the Seventh Supplement. As appropriate under the Charter, the Mayor, the Director of Finance, the Director of Law, the Clerk of Council and other appropriate officers of the City are, and each of them is, authorized to sign, acknowledge and deliver, in the name and on behalf of the City, such documents, certifications and instruments in addition to the Indenture and Seventh Supplement as may be necessary or appropriate to issue and sell the

Series 2015 Bonds and to consummate the transactions authorized by this Ordinance.

**Section 8. Bond Anticipation Notes.**

For the purpose of raising money in anticipation of the issuance of the Series 2015 Bonds for the purpose set forth in Section 1, notes of the City may be issued in an aggregate principal amount not to exceed \$11,000,000 (the "Notes") upon the direction of the Director of Finance to be set forth in a certificate providing for the final terms of the Notes and the sale of the Notes and signed by the Director of Finance (the "Note Certificate of Award"). The Notes, if sold as fixed rate obligations, shall bear interest at such rate, not exceeding 3% per year, and shall be payable on the date or dates, as shall be determined by the Director of Finance of the City in the Note Certificate of Award; shall be dated their date of issuance; shall mature on the date set forth in the Note Certificate of Award; shall be subject to redemption by the City at any time prior to maturity without penalty, unless the Director of Finance, based on the advice of a financial advisor, determines that it is in the best interest of the City in order to enhance the marketability of the Notes, that the Notes not be redeemable prior to maturity or that a premium be paid on their prior redemption; shall be designated "Parks and Recreation Facilities Bond Anticipation Notes" or as otherwise provided in the Note Certificate of Award; shall be issued in such numbers and denominations as may be requested by the Note Purchaser (hereinafter defined); and shall be issued in fully registered form (which may be in a book entry only system). The provisions of Sections 9.98 to 9.983 of the Revised Code shall apply to the Notes and pursuant to that authority and this Ordinance, the Director of Finance may determine in the Certificate of Award, based on the written advice of a financial advisor, that the City's best interests will be served by causing all or a portion of the Notes to be obligations bearing interest at variable rates. If the Director of Finance so determines, then the Director of Finance shall specify in the Certificate of Award the method and procedure by which the variable rate of interest to be borne by the variable rate Notes shall be determined; provided that the variable rate Notes shall not bear interest at a rate in excess of 25% per year. The Director of Finance is authorized to enter into agreements in connection with the delivery of the variable rate Notes, and from time to time thereafter so long as the variable rate Notes are outstanding, with providers of Credit Support Instruments (as defined in Section 11) and others as may be determined by the Director of Finance, based on the written advice of a financial advisor, to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender, providing for liquidity or credit support for the payment of the variable rate Notes upon tender for purchase or redemption, and providing for the repayment by the City of any amounts drawn under the Credit Support Instrument. The Trustee shall be the authenticating agent, registrar, transfer agent and paying agent for the Notes. The Notes shall be signed by the officials of the City



and in the manner set forth in the Indenture. The Notes shall first be offered for purchase to the Trustees of the Sinking Fund and, if not purchased by them, shall be offered to the Treasury Investment Account for purchase and, if not purchased for that Account, shall be sold at not less than par and accrued interest to one or more firms that have proposed to underwrite the Notes and have been selected by the Director of Finance based on an evaluation of the qualifications of those firms (the "Note Purchaser") in the principal amount set forth in a certificate of award to be executed by the Director of Finance (the "Note Certificate of Award"). The proceeds of such sale shall be paid into the proper fund or funds set forth in the Note Certificate of Award and used for the purpose for which the Notes are being issued under the provisions of this Ordinance.

**Section 9. Official Statement; Continuing Disclosure.** If, in the judgment of the Director of Finance, a disclosure document (each, an "Official Statement") is appropriate or necessary in connection with the sale of the Notes or the Series 2015 Bonds, the Director of Finance is authorized to prepare or cause to be prepared on behalf of the City an Official Statement with respect to the Notes or the Series 2015 Bonds, as the case may be, and any necessary supplements and to authorize the use and distribution of each Official Statement and any supplements. The Director of Finance is authorized to sign on behalf of the City and in her official capacity each Official Statement and any supplements approved by her. The Director of Finance is authorized to sign and deliver on behalf of the City and in her official capacity such certificates in connection with the accuracy of each Official Statement and any supplements as may, in her judgment, be necessary or appropriate. The Director of Finance is also authorized to determine and certify on behalf of the City that such disclosure document is "deemed final" by the City within the meaning of Securities and Exchange Commission Rule 15c2-12 the "SEC Rule." The Director of Finance is authorized to contract for services for the production and distribution of preliminary and final Official Statements, including by printed and electronic means.

For the benefit of the holders and beneficial owners from time to time of the Notes or the Series 2015 Bonds, the City agrees, in accordance with, and as the only obligated person with respect to the Notes and the Series 2015 Bonds under the SEC Rule, to provide or cause to be provided such financial information and operating data and notices, in such manner as may be required for purposes of the SEC Rule. In order to describe and specify certain terms of the City's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, the Director of Finance is authorized to prepare, or cause to be prepared, and to sign and deliver, in the name and on behalf of the City, a continuing disclosure agreement or certificate, which shall constitute the continuing disclosure agreement made by the City for the benefit of the holders and beneficial owners of the Notes or the Series 2015 Bonds, as the case may be, in accordance with the SEC Rule. The performance of that

agreement shall be subject to the availability of funds and their annual appropriation to meet costs the City would be required to incur to perform it. The Director of Finance is further authorized to establish procedures in order to ensure compliance by the City with its continuing disclosure agreement, including the timely provision of information and notices.

**Section 10. Federal Tax Considerations.** The City covenants that it will use, and will restrict the use and investment of, the proceeds of the Series 2015 Bonds and any Notes in such manner and to such extent as may be necessary so that (i) the Series 2015 Bonds and any Notes will not (A) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Internal Revenue Code of 1986, as amended (the "Code") or (B) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (ii) the interest on the Series 2015 Bonds and any Notes will not be an item of tax preference under Section 57 of the Code.

The City further covenants that (i) it will take or cause to be taken such actions that may be required of it for the interest on the Series 2015 Bonds and any Notes to be and remain excluded from gross income for federal income tax purposes, (ii) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (iii) it, or persons acting for it, will, among other acts of compliance, (A) apply the proceeds of the Series 2015 Bonds and any Notes to the governmental purpose of the borrowing, (B) restrict the yield on investment property, (C) make timely and adequate payments to the federal government, (D) maintain books and records and make calculations and reports and (E) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The Director of Finance or any other officer of the City having responsibility for issuance of the Series 2015 Bonds and any Notes is hereby authorized (i) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with respect to the Series 2015 Bonds and any Notes as the City is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or tax status of the Series 2015 Bonds and any Notes or interest thereon, or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing rebate amounts or payments or penalties or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, which action shall be in writing and signed by the officer, (ii) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the City, as may be appropriate to assure the intended tax status of the Series 2015 Bonds and any

Notes and (iii) to give one or more appropriate certificates of the City, for inclusion in the transcript of proceedings for the Series 2015 Bonds and any Notes, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2015 Bonds and any Notes, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Series 2015 Bonds and any Notes and the tax status of the Series 2015 Bonds and any Notes.

**Section 11. Credit Facilities and Ratings.** If the Director of Finance determines it to be in the best interests of the City, based on the written advice of a financial advisor, the Director of Finance may obtain an insurance policy, letter of credit, standby bond purchase agreement or other credit enhancement instrument as further security for the payment when due of the principal of and interest on all or any portion of the Series 2015 Bonds or any Notes (a "Credit Support Instrument"). The Director of Finance may request a rating on the Series 2015 Bonds or Notes from one or more nationally recognized rating organizations, and do any and all things and take any and all actions required to secure a Credit Support Instrument and/or a rating or ratings on the Series 2015 Bonds or Notes. The Director of Finance may enter into one or more agreements for Credit Support Instruments containing terms not materially inconsistent with this Ordinance or the Indenture. The expenditure of the amounts necessary to secure Credit Support Instruments or obtain those ratings is authorized and approved, and the Director of Finance is authorized to provide for the payment of any such amounts from the proceeds of the Series 2015 Bonds or Notes to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**Section 12. Financial Advisor.** The Director of Finance may obtain the services of one or more financial advisors, from time to time, to assist the Director of Finance in making any of the determinations required by this Ordinance to be determined by the Director of Finance. The Director of Finance may rely on the written advice of any financial advisor so retained. Any financial advisor employed under the authority of this Ordinance shall be disinterested in the transaction and be independent of the Original Purchasers and any other party interested in the transaction.

**Section 13. Open Meeting Determination.** It is found and determined that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken, and that all deliberations of this Council any of its committees that resulted in these formal actions were held, in meetings open to the public in compliance with all legal requirements, including, without limitation, Section 121.22 of the Revised Code.

**Section 14. Findings and Recitals of Validity.** It is hereby determined, represented and recited that all acts, conditions and things necessary to be done precedent to and in the issuing of the Series 2015 Bonds and the Notes

in order to make them legal, valid and binding obligations of the City have happened, been done and been performed in regular and due form as required by law; and that no limitation of indebtedness or taxation, either statutory or constitutional, will have been exceeded in the issuance of the Series 2015 Bonds or the Notes. It is further found and determined, and is represented and recited, that the provisions of Sections 28, 29, 32, 33 (including the provisions of Section 33 with respect to readings on three separate days or dispensing with such readings by a two-thirds vote of all members of the Council), 36, 37, 48 and all other applicable provisions of the City's Charter and the rules of this Council have been fully complied with and this Ordinance was passed in conformity therewith.

**Section 15. Delivery to County Fiscal Officer.** The Director of Finance is authorized to forward a certified copy of this Ordinance and of the Certificate of Award for the Series 2015 Bonds and any Note Certificate of Award to the County Fiscal Officer of Cuyahoga County and to secure a receipt therefor.

**Section 16. Severability.** Each section and each part of each section of this Ordinance is declared to be an independent section or part of a section and, notwithstanding any other evidence of legislative intent, it is declared to be the controlling legislative intent that if any such section or part of a section or any provision thereof, or the application thereof to any person or circumstance, is held to be invalid, the remaining sections or parts of sections and the application of such provisions to any other person or circumstance, other than those as to which it is held invalid, shall not be affected thereby, and it is declared to be the legislative intent that the other provisions of this Ordinance would have been passed independently of such section, or parts of a section, so held to be invalid.

**Section 17. Legislative Intent.** All terms, conditions, pledges, covenants or agreements on the part of the City provided for in this Ordinance are made by the voluntary act of the City under its lawful authority, including its authority under its Charter and Article XVIII of the Constitution of Ohio. Any provisions of the Codified Ordinances of the City which are inconsistent with the provisions of this Ordinance shall not apply to the Series 2015 Bonds or the Notes authorized herein.

Nothing in this Ordinance is intended to, and no provision hereof shall be applied in any manner as would, impair the obligation of contract of the City with respect to any outstanding Series 2015 Bonds, notes, certificates of indebtedness, other obligations, trust indentures, trust agreements, or other agreements or contracts made or entered into by the City and for which consideration was duly received by the City prior to the passage of this Ordinance.

**Section 18. Emergency Measure.** This Ordinance is declared to be an emergency measure for the immediate preservation of the public peace, property, health and safety of the City by providing funds to pay the costs of certain permanent improvements which are urgently needed for the benefit of the City and for the usual daily operation of a municipal department, and, provided this Ordinance

receives the affirmative vote of two-thirds of all members elected to Council, it shall take effect and be in force immediately upon its passage and approval by the Mayor; otherwise it shall take effect and be in force from and after the earliest date allowed by law.

Passed January 12, 2015.  
Effective January 13, 2015.

**Ord. No. 1630-14.**  
**By Council Member Kelley (by departmental request).**

**An emergency ordinance authorizing the issuance and sale of bonds in the maximum principal amount of \$42,400,000 for the purpose of providing funds for bridges and roadways, and authorizing related matters.**

Whereas, this Council desires to issue bonds in an aggregate principal amount not to exceed \$42,400,000 (the "Series 2015 Bonds") to finance the costs of certain permanent improvements described in Section 1; and

Whereas, the Series 2015 Bonds shall be payable from and secured by income tax revenues of the City remaining after deposits required under the General Bond Ordinance (as defined in Section 2) are made to the escrow agent for the City's general obligation bonds; and

Whereas, the Director of Finance, as fiscal officer of this City, has certified to this Council that the estimated life or usefulness of the improvements to be financed with the proceeds of the Series 2015 Bonds is at least five years and the maximum maturity of the Series 2015 Bonds is 21 years, as evidenced by the certificate contained in File No. 1630-14-A; and

Whereas, the authorization for issuance of the Series 2015 Bonds is necessary to provide funds to pay the costs of certain permanent improvements described in Section 1 that are urgently needed for the benefit of the City, and as a result, this Ordinance constitutes an emergency measure providing for the immediate preservation of the public peace, property, health and safety, and for the usual daily operation of a municipal department; now, therefore,

Be it ordained by the Council of the City of Cleveland:

**Section 1. Purpose.** It is deemed necessary to issue the Series 2015 Bonds in an aggregate principal amount not to exceed \$42,400,000 for the purpose of providing funds to improve the municipal street system and related facilities, including streets, expressways, roadways, driveways, driveway approaches, retaining walls, underground vaults, sidewalks and pedestrian walkways, by acquiring, constructing, reconstructing, opening, extending, widening, grading, draining, paving, sealing, resurfacing, striping, lighting and curbing, removing or reconstructing underground vaults to preserve the public right of way; installing gutters, on-street bicycle facilities, bicycle paths, bike parking facilities, sidewalks and related pedestrian improvements; constructing, installing and improving bus stations, ADA ramps and streetscape entryways; constructing and improving culverts; constructing sanitary sewers, storm sewers and water lines; resetting and constructing catch basins and other storm water drainage facilities; constructing, reconstructing, replacing, renovating and rehabilitating bridges;

acquiring any real estate and interests in real estate, including easements, necessary for such purpose; and installing street lighting and signs, signals, markings and other devices for traffic control purposes, together with all necessary and incidental appurtenances, and to pay any capitalized interest and all expenses incurred in connection with the issuance of the securities, including all financing costs within the meaning of Section 133.01(K) of the Revised Code and such other costs of the foregoing permanent improvements that may be financed with the proceeds of securities as permitted by Section 133.15(B) of the Ohio Revised Code and as otherwise permitted by law.

**Section 2. Authority, Security and Source of Payment.** The Series 2015 Bonds shall be issued pursuant to the Ohio Constitution, Chapter 133 of the Ohio Revised Code, the Charter of the City, and this Ordinance for the purpose stated in Section 1. The Series 2015 Bonds shall be payable from and secured by the income tax revenues of the City on a basis subordinate to the security given to the General Obligation Bonds of the City ("General Obligation Bonds") under Ordinance No. 1749-80 passed by the Council on October 8, 1980, as amended by Ordinance No. 1112-83 passed by the Council on May 6, 1983, and Ordinance No. 944-96, passed by the Council on June 10, 1996 (Ordinance No. 1749-80, as so amended and as the same may further be amended from time to time in accordance with its provisions, is referred to as the "General Bond Ordinance"). The debt service on the Series 2015 Bonds shall be payable from income tax collections remaining after depositing with the escrow agent under the General Bond Ordinance the amount required for the payment of debt service on the City's General Obligation Bonds issued and outstanding, from time to time, under the General Bond Ordinance. The Series 2015 Bonds shall be issued and secured under the terms of the Trust Indenture, dated as of April 1, 2008, between the City and U.S. Bank National Association, as trustee (the "Trustee"), as amended by Section 6.1 of the Second Supplemental Trust Indenture, dated as of June 1, 2010, between the City and the Trustee (together, the "Indenture"). The Indenture currently secures five series of Subordinate Lien Income Tax Bonds issued on May 1, 2008 (collectively, the "Series 2008 Bonds"), four series of Subordinate Lien Income Tax Bonds issued on June 23, 2010 (collectively, the "Series 2010 Bonds"), one series of Subordinate Lien Income Tax Bonds issued on November 29, 2012 (the "Series 2012 Bonds"), three series of Subordinate Lien Income Tax Bonds issued on May 30, 2013 (collectively, the "Series 2013 Bonds"), three series of Subordinate Lien Income Tax Bonds issued on February 11, 2014 (collectively, the "Series 2014A Bonds"), and three series of Subordinate Lien Income Tax Bonds issued on June 11, 2014 (collectively, the "Series 2014B Bonds") and permits the issuance of additional bonds, from time to time, subject to certain restrictions. The Series 2008 Bonds, the Series 2010 Bonds, the Series 2012 Bonds, the Series 2013 Bonds, the Series 2014A Bonds, the Series 2014B Bonds, the Series 2015 Bonds and any additional

bonds issued under the Indenture are collectively referred to in this Ordinance as the "Bonds."

**Section 3. Pledge and Covenant to Maintain Income Tax.** So long as Bonds are outstanding under the Indenture, the City pledges the municipal income taxes of the City and grants a lien thereon, subordinate to the lien granted in the General Bond Ordinance as security for the General Obligation Bonds of the City issued and outstanding under the General Bond Ordinance, to the full extent required to meet debt charges payable on the Bonds issued and outstanding, from time to time, under the Indenture. The City covenants to appropriate annually sufficient amounts from the income taxes to pay all debt charges on the General Obligation Bonds, the Bonds outstanding under the Indenture, any Parity Obligations and the Unrestricted Income Tax Obligations (each as defined in the Indenture). The City further covenants that so long as any Bonds are outstanding under the Indenture, the City shall not repeal or amend, or suffer the repeal of, any ordinance for the levy or collection of its income taxes in any manner or to such extent that the City would not be able to meet its obligations to the holders of the Bonds.

**Section 4. Terms of the Series 2015 Bonds.** The Series 2015 Bonds shall be issued in fully registered form. The Series 2015 Bonds may be issued in one or more series or subseries. The Series 2015 Bonds may be delivered only in book-entry form, and if so delivered, shall be registered in the name of the Depository (as defined in the Indenture) or its nominee, as registered owner, and immobilized in the custody of the Depository, and shall not be transferable or exchangeable (except for transfer to another Depository or its nominee) without further action by the City pursuant to the provisions of the Indenture and the Seventh Supplement identified in Section 7. The Series 2015 Bonds shall be designated "Bridges and Roadway Improvement Bonds, Series 2015" and may contain such further designation as provided in the Certificate of Award identified below. The Series 2015 Bonds shall be issued in one lot as fully registered Series 2015 Bonds in denominations of \$5,000 or any whole multiple thereof. The Series 2015 Bonds shall be numbered as determined by the Director of Finance. The Series 2015 Bonds shall be signed by the officials of the City and in the manner set forth in the Indenture.

The Series 2015 Bonds shall be dated the date of their issuance and delivery or such other date specified in the certificate of award providing for the final terms of the Series 2015 Bonds and the sale of the Series 2015 Bonds in accordance with this Ordinance (the "Certificate of Award"). The Series 2015 Bonds shall bear interest from their date until the principal amount is paid at the rate or rates per year specified in the Certificate of Award, provided that the yield (determined in accordance with the arbitrage provisions of the Internal Revenue Code of 1986, as amended) of the Series 2015 Bonds shall not exceed 6% per year, if sold as fixed rate obligations. Interest on the Series 2015 Bonds shall be payable semi-annually on April 1 and October 1, or

such other dates specified in the Certificate of Award (the "Interest Payment Dates").

The provisions of Sections 9.98 to 9.983 of the Revised Code shall apply to the Series 2015 Bonds and pursuant to that authority and this Ordinance, the Director of Finance may determine in the Certificate of Award, based on the written advice of a financial advisor, that the City's best interests will be served by causing all or a portion of the Series 2015 Bonds to be obligations bearing interest at variable rates. If the Director of Finance so determines, then the Director of Finance shall specify in the Certificate of Award the method and procedure by which the variable rate of interest to be borne by the variable rate Series 2015 Bonds shall be determined; provided that the variable rate Series 2015 Bonds shall not bear interest at a rate in excess of 25% per year. The Director of Finance is authorized to enter into agreements in connection with the delivery of the variable rate Series 2015 Bonds, and from time to time thereafter so long as the variable rate Series 2015 Bonds are outstanding, with providers of Credit Support Instruments (as defined in Section 11) and others as may be determined by the Director of Finance, based on the written advice of a financial advisor, to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender, providing for liquidity or credit support for the payment of the variable rate Series 2015 Bonds upon tender for purchase or redemption, and providing for the repayment by the City of any amounts drawn under the Credit Support Instrument.

The Series 2015 Bonds shall mature in the years and principal amounts set forth in the Certificate of Award, provided that (i) each principal payment shall occur on an Interest Payment Date, and (ii) the final maturity date of the Series 2015 Bonds shall be no later than August 1, 2038; provided that the Series 2015 Bonds shall not have more than 21 annual principal installments. The Series 2015 Bonds stated to mature in any year may be issued as serial Series 2015 Bonds or as term Series 2015 Bonds payable prior to stated maturity pursuant to sinking fund redemption (the "Term Bonds"). The Director of Finance shall determine in the Certificate of Award whether any of the Series 2015 Bonds shall be issued as Term Bonds, any dates (the "Mandatory Redemption Dates") on which the principal amount of the Term Bonds shall be payable pursuant to mandatory sinking fund installments rather than at stated maturity and the amount of principal to be paid on each Mandatory Redemption Date (the "Mandatory Sinking Fund Redemption Requirements").

If any of the Series 2015 Bonds are issued as Term Series 2015 Bonds, the Term Bonds shall be redeemed pursuant to the Mandatory Sinking Fund Redemption Requirements at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the Mandatory Redemption Dates. The aggregate of the moneys to be deposited with the Trustee for payment of principal of and interest on any Term Bonds shall include amounts sufficient to redeem on the Mandatory Redemption Dates the

principal amount of Term Bonds payable on those dates pursuant to the Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as provided in the Indenture and the Seventh Supplement).

The Series 2015 Bonds may be subject to redemption prior to maturity by and at the option of the City, in whole or in part on any date, in whole multiples of \$5,000, on the redemption dates and at the redemption prices specified in the Certificate of Award, plus, in each case, accrued interest to the redemption date. Based on the written advice of a financial advisor, the Director of Finance may determine in the Certificate of Award that it is in the best interests of the City (i) for some or all of the Series 2015 Bonds not to be callable prior to their stated maturity, and (ii) for a premium to be payable on the redemption of any Series 2015 Bonds calculated in a manner to make the bondholder whole for the loss of the investment or calculated as a percentage in excess of 100% of the principal amount redeemed.

If and to the extent provided in the Certificate of Award, the City may have the option to purchase any Bond which is redeemable by optional redemption at a purchase price not less than the redemption price that would be payable if that Bond were called for optional redemption on the date of the proposed purchase. That election shall be exercised as provided in the Seventh Supplement.

If and to the extent provided in the Certificate of Award, the Series 2015 Bonds may be secured by a Debt Service Reserve Fund to be held by the Trustee under the Indenture. The principal amount of the Series 2015 Bonds may include provision for funding the Debt Service Reserve Fund from the proceeds of the Series 2015 Bonds, subject to compliance with applicable federal tax laws.

**Section 5. Sale of Series 2015 Bonds.** The Series 2015 Bonds shall first be offered for purchase to the Trustees of the Sinking Fund and, if not purchased by them, shall be offered to the Treasury Investment Account for purchase and, if not purchased for that Account, shall be sold to the purchaser identified in the Certificate of Award (the "Original Purchaser"). The Certificate of Award shall specify the final terms of the Series 2015 Bonds in accordance with law, the provisions of this Ordinance, the written advice of a financial advisor retained under authority of Section 12 and the Original Purchaser's offer to purchase the Series 2015 Bonds, including: the principal amount of the Series 2015 Bonds (which shall not exceed the amount stated in Section 1), the purchase price (which shall be not less than 97% of the principal amount plus accrued interest to their date of delivery), interest rate or rates, the amounts and years in which principal installments are payable (at stated maturity or pursuant to Mandatory Sinking Fund Redemption Requirements), terms and conditions under which any Series 2015 Bonds may be redeemed prior to maturity at the option of the City, the Interest Payment Dates and the date of the Series 2015 Bonds (if different from those set forth in Section 3) and any other matters required in this Ordinance to be set forth in that Certificate. As appropriate under the Charter, the Mayor, Director of Finance,

Director of Law, Clerk of Council and other appropriate officers of the City are, and each of them is, authorized to take such actions as are necessary, appropriate and in the best interest of the City to establish the terms and requirements for delivery of the Series 2015 Bonds and to make such arrangements as are necessary with the Original Purchaser in order to establish the date, location, procedures, and conditions for the delivery of the Series 2015 Bonds to the Original Purchaser, to give all appropriate notices and certificates, to cause a true transcript of proceedings with reference to the issuance of the Series 2015 Bonds to be delivered to the Original Purchaser, to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance and to take all steps necessary to effect the due execution, authentication and delivery of the Series 2015 Bonds. The Director of Finance is authorized to sign and deliver on behalf of the City a bond purchase agreement between the City and the Original Purchaser (the "Bond Purchase Agreement"), approved as to form by the Director of Law, setting forth the terms and conditions on which the City agrees to sell the Series 2015 Bonds and the Original Purchaser agrees to buy the Series 2015 Bonds on terms consistent with this Ordinance and the Indenture, that are not substantially adverse to the City and that are approved by the Director of Finance on behalf of the City, all of which shall be conclusively evidenced by the signing of the Bond Purchase Agreement or amendments to the Bond Purchase Agreement by the Director of Finance. It is determined that the terms of the Series 2015 Bonds, as provided in this Ordinance and as may be provided in or pursuant to the Certificate of Award, the Indenture and the Seventh Supplement, are in the best interest of the City and in compliance with all legal requirements.

**Section 6. Application of Proceeds.**

The proceeds from the sale of the Series 2015 Bonds shall be applied as follows:

(a) to the payment of any providers of any Credit Support Instruments, the fees and expenses required to be paid by the City to obtain the Credit Support Instrument;

(b) to the Trustee, for deposit in the Interest Payment Account in the Debt Service Fund, the amount, if any, received by the City upon delivery of the Series 2015 Bonds as accrued interest from their dated date to the date of their delivery to the Original Purchaser;

(c) to the Trustee, for deposit in the Debt Service Reserve Fund, any amount identified in the Certificate of Award as required to be deposited in the Debt Service Reserve Fund;

(d) to the Trustee, for deposit in the Interest Payment Account in the Debt Service Fund, the amount, if any, received by the City upon delivery of the Series 2015 Bonds as original issue premium from the sale of the Series 2015 Bonds; and

(e) to the Trustee for deposit in the Project Fund, the balance of the proceeds.

**Section 7. Supplemental Indenture.** The Director of Finance is authorized to sign and deliver on behalf of the City a supplemental trust indenture

(the "Seventh Supplement"), supplementing the Indenture to provide procedures for the authentication, registration and transfer of the Series 2015 Bonds, redemption of Series 2015 Bonds, payments under any Credit Support Instrument authorized by Section 11, application of the proceeds of the Series 2015 Bonds, defeasance of the Series 2015 Bonds, and other terms consistent with this Ordinance and the Certificate of Award and approved by the Director of Finance as not substantially adverse to the City. The Seventh Supplement shall be approved as to form by the Director of Law. The determination by the Director of Finance that the provisions of the Seventh Supplement are not substantially adverse to the City shall be conclusively evidenced by the Director's signing of the Seventh Supplement. As appropriate under the Charter, the Mayor, the Director of Finance, the Director of Law, the Clerk of Council and other appropriate officers of the City are, and each of them is, authorized to sign, acknowledge and deliver, in the name and on behalf of the City, such documents, certifications and instruments in addition to the Indenture and Seventh Supplement as may be necessary or appropriate to issue and sell the Series 2015 Bonds and to consummate the transactions authorized by this Ordinance.

**Section 8. Bond Anticipation Notes.**

For the purpose of raising money in anticipation of the issuance of the Series 2015 Bonds for the purpose set forth in Section 1, notes of the City may be issued in an aggregate principal amount not to exceed \$42,400,000 (the "Notes") upon the direction of the Director of Finance to be set forth in a certificate providing for the final terms of the Notes and the sale of the Notes and signed by the Director of Finance (the "Note Certificate of Award"). The Notes, if sold as fixed rate obligations, shall bear interest at such rate, not exceeding 3% per year, and shall be payable on the date or dates, as shall be determined by the Director of Finance of the City in the Note Certificate of Award; shall be dated their date of issuance; shall mature on the date set forth in the Note Certificate of Award; shall be subject to redemption by the City at any time prior to maturity without penalty, unless the Director of Finance, based on the advice of a financial advisor, determines that it is in the best interest of the City in order to enhance the marketability of the Notes, that the Notes not be redeemable prior to maturity or that a premium be paid on their prior redemption; shall be designated "Bridges and Roadway Improvement Bond Anticipation Notes" or as otherwise provided in the Note Certificate of Award; shall be issued in such numbers and denominations as may be requested by the Note Purchaser (hereinafter defined); and shall be issued in fully registered form (which may be in a book entry only system). The provisions of Sections 9.98 to 9.983 of the Revised Code shall apply to the Notes and pursuant to that authority and this Ordinance, the Director of Finance may determine in the Certificate of Award, based on the written advice of a financial advisor, that the City's best interests will be served by causing all or a portion of the Notes to be obligations bearing interest at variable rates. If the Director of

Finance so determines, then the Director of Finance shall specify in the Certificate of Award the method and procedure by which the variable rate of interest to be borne by the variable rate Notes shall be determined; provided that the variable rate Notes shall not bear interest at a rate in excess of 25% per year. The Director of Finance is authorized to enter into agreements in connection with the delivery of the variable rate Notes, and from time to time thereafter so long as the variable rate Notes are outstanding, with providers of Credit Support Instruments (as defined in Section 11) and others as may be determined by the Director of Finance, based on the written advice of a financial advisor, to be necessary or appropriate to provide for the method of determining the variable interest rates, permitting holders the right of tender, providing for liquidity or credit support for the payment of the variable rate Notes upon tender for purchase or redemption, and providing for the repayment by the City of any amounts drawn under the Credit Support Instrument. The Trustee shall be the authenticating agent, registrar, transfer agent and paying agent for the Notes. The Notes shall be signed by the officials of the City and in the manner set forth in the Indenture. The Notes shall first be offered for purchase to the Trustees of the Sinking Fund and, if not purchased by them, shall be offered to the Treasury Investment Account for purchase and, if not purchased for that Account, shall be sold at not less than par and accrued interest to one or more firms that have proposed to underwrite the Notes and have been selected by the Director of Finance based on an evaluation of the qualifications of those firms (the "Note Purchaser") in the principal amount set forth in a certificate of award to be executed by the Director of Finance (the "Note Certificate of Award"). The proceeds of such sale shall be paid into the proper fund or funds set forth in the Note Certificate of Award and used for the purpose for which the Notes are being issued under the provisions of this Ordinance.

**Section 9. Official Statement; Continuing Disclosure.**

If, in the judgment of the Director of Finance, a disclosure document (each, an "Official Statement") is appropriate or necessary in connection with the sale of the Notes or the Series 2015 Bonds, the Director of Finance is authorized to prepare or cause to be prepared on behalf of the City an Official Statement with respect to the Notes or the Series 2015 Bonds, as the case may be, and any necessary supplements and to authorize the use and distribution of each Official Statement and any supplements. The Director of Finance is authorized to sign on behalf of the City and in her official capacity each Official Statement and any supplements approved by her. The Director of Finance is authorized to sign and deliver on behalf of the City and in her official capacity such certificates in connection with the accuracy of each Official Statement and any supplements as may, in her judgment, be necessary or appropriate. The Director of Finance is also authorized to determine and certify on behalf of the City that such disclosure document is "deemed final" by the City within the meaning of Securities and Exchange Commission Rule 15c2-12 the "SEC

Rule." The Director of Finance is authorized to contract for services for the production and distribution of preliminary and final Official Statements, including by printed and electronic means.

For the benefit of the holders and beneficial owners from time to time of the Notes or the Series 2015 Bonds, the City agrees, in accordance with, and as the only obligated person with respect to the Notes and the Series 2015 Bonds under the SEC Rule, to provide or cause to be provided such financial information and operating data and notices, in such manner as may be required for purposes of the SEC Rule. In order to describe and specify certain terms of the City's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, the Director of Finance is authorized to prepare, or cause to be prepared, and to sign and deliver, in the name and on behalf of the City, a continuing disclosure agreement or certificate, which shall constitute the continuing disclosure agreement made by the City for the benefit of the holders and beneficial owners of the Notes or the Series 2015 Bonds, as the case may be, in accordance with the SEC Rule. The performance of that agreement shall be subject to the availability of funds and their annual appropriation to meet costs the City would be required to incur to perform it. The Director of Finance is further authorized to establish procedures in order to ensure compliance by the City with its continuing disclosure agreement, including the timely provision of information and notices.

**Section 10. Federal Tax Considerations.** The City covenants that it will use, and will restrict the use and investment of, the proceeds of the Series 2015 Bonds and any Notes in such manner and to such extent as may be necessary so that (i) the Series 2015 Bonds and any Notes will not (A) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Internal Revenue Code of 1986, as amended (the "Code") or (B) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (ii) the interest on the Series 2015 Bonds and any Notes will not be an item of tax preference under Section 57 of the Code.

The City further covenants that (i) it will take or cause to be taken such actions that may be required of it for the interest on the Series 2015 Bonds and any Notes to be and remain excluded from gross income for federal income tax purposes, (ii) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (iii) it, or persons acting for it, will, among other acts of compliance, (A) apply the proceeds of the Series 2015 Bonds and any Notes to the governmental purpose of the borrowing, (B) restrict the yield on investment property, (C) make timely and adequate payments to the federal government, (D) maintain books and records and make calculations and reports and (E) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The Director of Finance or any other officer of the City having responsibility for issuance of the Series 2015 Bonds and any Notes is hereby authorized (i) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with respect to the Series 2015 Bonds and any Notes as the City is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or tax status of the Series 2015 Bonds and any Notes or interest thereon, or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing rebate amounts or payments or penalties or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, which action shall be in writing and signed by the officer, (ii) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the City, as may be appropriate to assure the intended tax status of the Series 2015 Bonds and any Notes and (iii) to give one or more appropriate certificates of the City, for inclusion in the transcript of proceedings for the Series 2015 Bonds and any Notes, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2015 Bonds and any Notes, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Series 2015 Bonds and any Notes and the tax status of the Series 2015 Bonds and any Notes.

**Section 11. Credit Facilities and Ratings.** If the Director of Finance determines it to be in the best interests of the City, based on the written advice of a financial advisor, the Director of Finance may obtain an insurance policy, letter of credit, standby bond purchase agreement or other credit enhancement instrument as further security for the payment when due of the principal of and interest on all or any portion of the Series 2015 Bonds or any Notes (a "Credit Support Instrument"). The Director of Finance may request a rating on the Series 2015 Bonds or Notes from one or more nationally recognized rating organizations, and do any and all things and take any and all actions required to secure a Credit Support Instrument and/or a rating or ratings on the Series 2015 Bonds or Notes. The Director of Finance may enter into one or more agreements for Credit Support Instruments containing terms not materially inconsistent with this Ordinance or the Indenture. The expenditure of the amounts necessary to secure Credit Support Instruments or obtain those ratings is authorized and approved, and the Director of Finance is authorized to provide for the payment of any such amounts from the proceeds of the Series 2015 Bonds or Notes to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**Section 12. Financial Advisor.** The Director of Finance may obtain the services of one or more financial advisors, from time to time, to assist the Director of Finance in making any of the determinations required by this Ordinance to be determined by the Director of Finance. The Director of Finance may rely on the written advice of any financial advisor so retained. Any financial advisor employed under the authority of this Ordinance shall be disinterested in the transaction and be independent of the Original Purchasers and any other party interested in the transaction.

**Section 13. Open Meeting Determination.** It is found and determined that all formal actions of this Council and of any of its committees concerning and relating to the passage of this Ordinance were taken, and that all deliberations of this Council any of its committees that resulted in these formal actions were held, in meetings open to the public in compliance with all legal requirements, including, without limitation, Section 121.22 of the Revised Code.

**Section 14. Findings and Recitals of Validity.** It is hereby determined, represented and recited that all acts, conditions and things necessary to be done precedent to and in the issuing of the Series 2015 Bonds and the Notes in order to make them legal, valid and binding obligations of the City have happened, been done and been performed in regular and due form as required by law; and that no limitation of indebtedness or taxation, either statutory or constitutional, will have been exceeded in the issuance of the Series 2015 Bonds or the Notes. It is further found and determined, and is represented and recited, that the provisions of Sections 28, 29, 32, 33 (including the provisions of Section 33 with respect to readings on three separate days or dispensing with such readings by a two-thirds vote of all members of the Council), 36, 37, 48 and all other applicable provisions of the City's Charter and the rules of this Council have been fully complied with and this Ordinance was passed in conformity therewith.

**Section 15. Delivery to County Fiscal Officer.** The Director of Finance is authorized to forward a certified copy of this Ordinance and of the Certificate of Award for the Series 2015 Bonds and any Note Certificate of Award to the County Fiscal Officer of Cuyahoga County and to secure a receipt therefor.

**Section 16. Severability.** Each section and each part of each section of this Ordinance is declared to be an independent section or part of a section and, notwithstanding any other evidence of legislative intent, it is declared to be the controlling legislative intent that if any such section or part of a section or any provision thereof, or the application thereof to any person or circumstance, is held to be invalid, the remaining sections or parts of sections and the application of such provisions to any other person or circumstance, other than those as to which it is held invalid, shall not be affected thereby, and it is declared to be the legislative intent that the other provisions of this Ordinance would have been passed independently of such section, or parts of a section, so held to be invalid.

**Section 17. Legislative Intent.** All terms, conditions, pledges, covenants

or agreements on the part of the City provided for in this Ordinance are made by the voluntary act of the City under its lawful authority, including its authority under its Charter and Article XVIII of the Constitution of Ohio. Any provisions of the Codified Ordinances of the City which are inconsistent with the provisions of this Ordinance shall not apply to the Series 2015 Bonds or the Notes authorized herein.

Nothing in this Ordinance is intended to, and no provision hereof shall be applied in any manner as would, impair the obligation of contract of the City with respect to any outstanding Series 2015 Bonds, notes, certificates of indebtedness, other obligations, trust indentures, trust agreements, or other agreements or contracts made or entered into by the City and for which consideration was duly received by the City prior to the passage of this Ordinance.

**Section 18. Emergency Measure.** This Ordinance is declared to be an emergency measure for the immediate preservation of the public peace, property, health and safety of the City by providing funds to pay the costs of certain permanent improvements which are urgently needed for the benefit of the City and for the usual daily operation of a municipal department, and, provided this Ordinance receives the affirmative vote of two-thirds of all members elected to Council, it shall take effect and be in force

immediately upon its passage and approval by the Mayor; otherwise it shall take effect and be in force from and after the earliest date allowed by law.

Passed January 12, 2015.  
Effective January 13, 2015.

**Ord. No. 48-15.**

**By Council Member Cimperman  
An emergency ordinance consenting and approving the issuance of a permit for the 2015 Cupid's Undie Run, on February 14, 2015, to benefit the Children's Tumor Foundation.**

Whereas, this ordinance constitutes an emergency measure providing for the usual daily operation of a municipal department; now, therefore,

Be it ordained by the Council of the City of Cleveland:

**Section 1.** That pursuant to Section 411.06 of the Codified Ordinances of Cleveland, Ohio 1976, this Council consents to and approves the holding of the 2015 Cupid's Undie Run, on February 14, 2015, start: South Side Restaurant at 2207 West 11th Street; south on West 11th to Starkweather Avenue; turn left at West 10th Street and Jefferson Avenue intersection; Jefferson to Professor Avenue; turn left, north on Jefferson to Fairfield Avenue; turn left, west on Fairfield to West 11th; turn left and finish at South Side Restaurant at 2207 West 11th street.; provided that the applicant sponsor

shall meet all the requirements of Section 411.05 of the Codified Ordinances of Cleveland, Ohio, 1976. Streets may be closed as determined by the Chief of Police and safety forces as may be necessary in order to protect the participants in the event. Said permit shall further provide that the City of Cleveland shall be fully indemnified from any and all liability resulting from the issuance of the same, to the extent and in form satisfactory to the Director of Law.

**Section 2.** That this ordinance is hereby declared to be an emergency measure and, provided it receives the affirmative vote of two-thirds of all the members elected to Council, it shall take effect and be in force immediately upon its passage and approval by the Mayor; otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

Passed January 12, 2015.  
Effective January 13, 2015.

**COUNCIL COMMITTEE MEETINGS**

**Wednesday, January 21, 2015  
1:30 p.m.**

**Utilities Committee:** Present: Pruitt, Chair; Brady, Vice Chair; Cummins, Keane, Mitchell, Polensek. *Unauthorized Absence:* Brancatelli.

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O—Ordinance; R—Resolution; F—File  
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