

The Council of the Village of New Concord, Ohio, met in REGULAR session on the 10th day of May, 2004, with the following members present:

CHAFFEE, GATES, HENDERSON, KOKOVICH, KRUZAN

There was presented and read to Council Ordinance No. H-5-04-4 entitled:

AN ORDINANCE CONSOLIDATING THREE BOND ISSUES OF THE VILLAGE OF NEW CONCORD, OHIO, INTO A CONSOLIDATED BOND ISSUE, AND ESTABLISHING THE TERMS OF SUCH CONSOLIDATED BOND ISSUE, AND DECLARING AN EMERGENCY.

WHEREAS, this Council has previously passed three ordinances authorizing the following general obligation bond issues pursuant to Chapter 133 of the Ohio Revised Code for the purposes indicated: (1) not to exceed \$420,000 for the purpose of paying the cost of constructing a maintenance building, together with all necessary appurtenances, including paving and demolition of existing maintenance building; (2) not to exceed \$235,000 for the purpose of paying the cost of renovating Village Hall and improving Village Hall park, together with paving and all necessary appurtenances thereto; and (3) not to exceed \$70,000 for the purpose of paying the cost of constructing a Materials Storage building, together with capitalized interest and all necessary appurtenances thereto (such bond issues are collectively referred to as the "2004 Series Bonds"); and

WHEREAS, this Council desires to issue and sell the 2004 Series Bonds on a consolidated basis pursuant to Section 133.30(B) of the Ohio Revised Code and this ordinance;

NOW, THEREFORE, BE IT ORDAINED by the Council of the Village of New Concord (hereinafter called the "Municipality"), County of Muskingum, Ohio:

SECTION 1. That pursuant to the provisions of Section 133.30(B) of the Ohio Revised Code, the 2004 Series Bonds shall be consolidated into a single bond issue which shall be designated "Various Purpose Bonds, Series 2004" (such consolidated bonds are hereinafter referred to as the "Consolidated Bonds").

SECTION 2. That the Consolidated Bonds shall be issued under authority of the general laws of the State of Ohio, particularly Chapter 133 of the Ohio Revised Code. The Consolidated Bonds shall (i) be dated as of the same date as the 2004 Series Bonds, (ii) be in a principal amount equal to the sum of the aggregate principal amounts of the 2004 Series Bonds, (iii) be numbered requested by the purchaser, (iv) be of the denominations of \$5,000 or integral

multiples thereof, (v) mature on the date the 2004 Series Bonds mature in an amount equal to the sum of the maturity amounts for the 2004 Series Bonds for such date, and (vi) bear interest payable at maturity at a rate equal to the rate of interest on the 2004 Series Bonds.

The Consolidated Bonds shall be subject to optional and mandatory sinking fund redemption as provided for in the Bond Purchase Agreement.

It is hereby determined by this council that the issuance of the Consolidated Bonds provided herein are in the best interests of the Municipality and that the maturity provisions set forth above are consistent with the aggregate of the separate maturities of the respective ordinances authorizing the 2004 Series Bonds.

SECTION 3. That the Consolidated Bonds shall express upon their faces a summary statement of purposes encompassing the purposes stated in the ordinances authorizing the 2004 Series Bonds and that they are issued in pursuance of this ordinance, and shall be payable at the office of The Huntington National Bank, Columbus, Ohio (the "Paying Agent"). If requested by the purchaser of the Bonds, the Bonds may be issued in registered form under a book-entry system upon such terms as the Village Clerk-Treasurer may approve including payment at a place and in a manner other than as provided in this paragraph, and the Village Clerk-Treasurer is hereby authorized to execute and deliver a letter of representations with the depository under such a book-entry system. The Consolidated Bonds shall be executed by the Mayor and the Village Clerk-Treasurer, provided that one of such signatures may be a facsimile signature, and may bear the seal of the Municipality or a facsimile thereof.

SECTION 4. That the provisions of the respective ordinances authorizing the 2004 Series Bonds relating to security and sources of payment, federal tax status of the 2004 Series Bonds and of interest payable thereon, are hereby incorporated by reference into this ordinance and the Consolidated Bonds.

SECTION 5. That the Consolidated Bonds shall be sold without further action of this council to Fifth Third Securities, Inc., such sale to be made at not less than par and accrued interest. The proceeds from such sale, except any premium or accrued interest thereon, shall be apportioned, deposited and credited in accordance with Section 133.32 of the Ohio Revised Code to the respective purposes and funds in accordance with the amount of each issue of 2004 Series Bonds and for which purposes such proceeds are hereby appropriated. Any premium and accrued interest shall be transferred to the bond retirement fund to be applied to the payment of principal and interest of the Consolidated Bonds in the manner provided by law.

SECTION 6. That this Council hereby covenants that it will restrict the use of the proceeds for the Consolidated Bonds hereby authorized in such manner and to such extent, if any, as may be necessary after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder and will, to the extent possible, comply with all other applicable provisions of the Code and the regulations thereunder to retain the Federal income tax exemption for interest on

SECTION 7. That the Consolidated Bonds are hereby designated as of qualified tax-exempt obligations" to the extent permitted by Section 265(b)(3) of the Code. This council finds and determines that the reasonably anticipated amount of qualified tax-exempt obligations (other than private activity bonds) which will be issued by the Municipality during this calendar year does not and this council hereby covenants that, during such year, the amount of tax-exempt obligations issued by the Municipality and designated as "qualified tax-exempt obligations" for such purpose will not exceed \$10,000,000. The Village Clerk-Treasurer and other appropriate officers, and any of them, are authorized to take such actions and give such certifications on behalf of the Municipality with respect to the reasonably anticipated amount of tax-exempt obligations to be issued by the Municipality during this calendar year and with respect to such other matters as appropriate under Section 265(b)(3).

SECTION 8. That for purposes of this ordinance, the following terms shall have the following meanings:

"Book entry form" or "book entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Consolidated Bonds may be transferred only through a book entry, and (ii) physical note certificates in fully registered form are issued only to the Depository or its nominee as registered owner, with the Consolidated Bonds "immobilized" to the custody of the Depository, and the book entry maintained by others than this Municipality is the record that identifies the owners of beneficial interests in those Consolidated Bonds and that principal and interest.

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

"Participant" means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

All or any portion of the Consolidated Bonds may be initially issued to a Depository for use in a book entry system, and the provisions of this Section shall apply to such Consolidated Bonds, notwithstanding any other provision of this ordinance. If and as long as a book entry system is utilized with respect to any of such Consolidated Bonds: (i) there shall be a single Consolidated Bond of each maturity; (ii) those Consolidated Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners of Consolidated Bonds in book entry form shall have no right to receive Consolidated Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Consolidated Bonds 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 beneficial interests shall be made only by book entry by the Depository and its Participants; and (v) the Consolidated 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 this Municipality. Debt service charges on Consolidated Bonds in book entry form registered in the name of a Depository or its nominee shall be payable in the manner provided in this Municipality's agreement with the Depository to the Depository or its authorized representative (i) in the case of interest, on each interest payment date, and (ii) in all other cases, upon presentation and surrender of Consolidated Bonds as provided in this ordinance.

The Paying Agent may, with the approval of this Municipality, enter into an agreement with the beneficial owner or registered owner of any Consolidated Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Consolidated Bond or any portion

thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided in this ordinance, without prior presentation or surrender of the Consolidated Bond, upon any conditions which shall be satisfactory to the Paying Agent and to this Municipality. That payment in any event shall be made to the person who is the registered owner of that Consolidated Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Paying Agent shall furnish a copy of each of those agreements, certified to be correct by the Paying Agent, to any other paying agents for the Consolidated Bonds and to the Municipality. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this ordinance.

The Village Clerk-Treasurer is authorized and directed without further action of this council to execute, acknowledge and deliver, in the name of and on behalf of this Municipality, a letter agreement between this Municipality and The Depository Trust Company, as Depository, to be delivered in connection with the issuance of the Consolidated Bonds to the Depository for use in a book entry system, and to take all other actions the Village Clerk-Treasurer deems appropriate in issuing the Consolidated Bonds under a book entry system.

If any Depository determines not to continue to act as Depository for the Consolidated Bonds for use in a book entry system, this Municipality and the Paying Agent may attempt to establish a securities depository/book entry relationship with another qualified Depository under this ordinance. If this Municipality and the Paying Agent do not or are unable to do so, this Municipality and the Paying Agent, after the Paying Agent has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Consolidated Bonds from the Depository and authenticate and deliver Consolidated Bond certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing definitive Consolidated Bonds), if the event is not the result of action or inaction by this Municipality or the Paying Agent, of those persons requesting such issuance.

SECTION 9. That the Village Clerk-Treasurer is hereby directed to forward a certified copy of this ordinance to the County Auditor.

SECTION 10. That it is found and determined that all formal actions of this council concerning and relating to the passage of this ordinance were passed in an open meeting of this council, and that all deliberations of this council and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

SECTION 11. That this ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health, safety and welfare for the reason that the immediate issuance and sale of the Consolidated Bonds is necessary to provide for the orderly financing of the respective projects financed by the 2004 Series Bonds, therefore, this ordinance shall take effect immediately upon its passage and approval by the Mayor.

PASSED May 10, 2004

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Presiding Officer

Attest:

Shirley Wilson

Clerk

CERTIFICATE

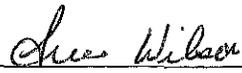
The undersigned hereby certifies that the foregoing is a true and correct copy of Ordinance No. H-5-04-4



Village Clerk-Treasurer
Village of New Concord

CERTIFICATE

The undersigned hereby certifies that a copy of the foregoing ordinance was certified this day to the County Auditor.



Village Clerk-Treasurer
Village of New Concord

Dated: May 10, 2004

RECEIPT

The undersigned hereby acknowledges receipt of a certified copy of the foregoing ordinance.



County Auditor
Muskingum County, Ohio

Dated: May 11 2004

EXTRACT FROM MINUTES OF MEETING

The Council of the Village of New Concord, Ohio, met in REGULAR session at 7:00 P.m. on May 10, 2004 at New Concord, Ohio with the following members present:

CHAFFEE, GATES, HENDERSON, KOKOVICH, KRUZAN

There was presented and read to Council Ordinance No. _____, entitled:

AN ORDINANCE CONSOLIDATING THREE BOND ISSUES OF THE VILLAGE OF NEW CONCORD, OHIO, INTO A CONSOLIDATED BOND ISSUE, AND ESTABLISHING THE TERMS OF SUCH CONSOLIDATED BOND ISSUE, AND DECLARING AN EMERGENCY.

GATES moved to suspend the rule requiring an ordinance or resolution of a general or permanent nature to be read on three different days.

KRUZAN seconded the motion and, the roll being called upon the question, the vote resulted as follows:

AYES: GATES, KRUZAN, CHAFFEE, HENDERSON, KOKOVICH

NAYS:

KRUZAN then moved that Ordinance No. ~~H-5-04~~ be passed as read.

GATES seconded the motion and, the roll being called upon the question, the vote resulted as follows:

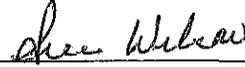
AYES: KRUZAN, GATES, CHAFFEE, HENDERSON, KOKOVICH

NAYS:

The ordinance was declared passed May 10, 2004.

CERTIFICATE

The undersigned, Clerk of Council of the Village of New Concord, hereby certifies that the foregoing is a true and correct extract from the minutes of a meeting of the Council of said Village, held on May 10, 2004, to the extent pertinent to consideration and passage of the above-entitled legislation.



Clerk of Council

48421