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REMINDER

CITY COUNCIL

Dennis Fiorelli
President
Sara Continenza
Joe Frank
Marty Gelfand
Jane Goodman
Ruth Gray
Jason Russell

NOTICE OF MEETING

MEETING OF: **FINANCE COMMITTEE**

CALLED BY: JOE FRANK, CHAIRMAN

DATE: **APRIL 8, 2019**

LOCATION: COMMITTEE/JURY ROOM

TIME: 6:00 P.M.

RE: PUBLIC HEARING REGARDING
RES. 13-19 NOTRE DAME COLLEGE
BOND REFINANCING LEGISLATION.

COMMITTEE MEMBERS:

DENNIS FIORELLI
RUTH GRAY

COUNCIL MEMBERS:

SARA CONTINENZA
MARTY GELFAND
JANE GOODMAN
JASON RUSSELL

ADMINISTRATION:

KEITH BENJAMIN, DIRECTOR OF COMMUNITY SERVICES
MICHAEL LOVE, ECONOMIC DEVELOPMENT DIRECTOR



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NOTICE OF PUBLIC HEARING BY THE CITY COUNCIL OF THE CITY OF SOUTH EUCLID, OHIO WITH RESPECT TO NOT TO EXCEED \$30,000,000 PUBLIC FINANCE AUTHORITY EDUCATIONAL FACILITIES REVENUE BONDS (NOTRE DAME COLLEGE PROJECT), FOR THE BENEFIT OF THE NOTRE DAME COLLEGE

Notice is hereby given that on Monday, April 8, 2019, a public hearing will be held by the City Council of the City of South Euclid, Ohio (the "City") with respect to the proposed issuance by the Public Finance Authority, a commission organized under and pursuant to the provisions of Sections 66.0301, 66.0303 and 66.0304 of the Wisconsin Statutes, as amended (the "Issuer") of the Issuer's Educational Facilities Revenue Bonds (Notre Dame College Project) in one or more series (the "Bonds"), in an amount not to exceed \$30,000,000 to finance and refinance the Project (as defined below). The hearing will commence at 6:00 p.m., or as soon thereafter as the matter can be heard, and will be held in Council Chambers of City Hall, 1349 South Green Rd., South Euclid, Ohio 44121.

The Bonds are expected to be issued by the Issuer and the proceeds thereof loaned to The Notre Dame College, an Ohio nonprofit corporation (the "College"), to (i) refinance (A) \$20,000,000 Ohio Higher Educational Facility Commission Higher Educational Facility Revenue Bonds (Notre Dame College Project) Series 2008, the proceeds of which were used by the College to finance or refinance certain educational facilities and sites thereof, consisting of constructing, equipping, furnishing and otherwise improving two new student housing facilities, renovations and improvements to the campus dining hall and classroom remodeling in the main administration building and library building, routine capital expenditures to the Notre Dame College Campus, including construction of additional appurtenant parking and repairing and improving sidewalks, roofs, elevators, windows and other existing building structures (the "2008 Project"), (B) outstanding taxable indebtedness used by the College to acquire the former Regina High School located at 1857 South Green Road, South Euclid, Ohio, for use as an academic building (the "Regina High School Project") and (C) outstanding taxable indebtedness of the College, the proceeds of which were used by the College to finance the construction of athletic fields located on the main campus at 4545 College Road, South Euclid, Ohio (the "Athletic Fields Project"), (ii) finance the construction, renovation and equipping of capital improvements to the College's student residence halls, each of which is located on the campus of the College at 4545 College Road, South Euclid, Ohio (the "2019 Project" and, together with the 2008 Project, the Regina High School Project, and the Athletic Fields Project, the "Project") and (iii) pay certain costs of issuing the Bonds. The Project is and will be owned and operated by the College.

The Bonds will be special limited obligations of the Issuer payable solely from the loan repayments to be made by the College to the Issuer, and certain funds and accounts established by the trust indenture for the Bonds. The City will have no liability for the repayment of the Bonds.

Interested persons are invited to attend this public hearing and will be given an opportunity to express their views concerning the proposed issuance of the Bonds and the financing or refinancing of the Project. Anyone desiring to make written comments may give them to Keith A. Benjamin, Clerk of Council, City Hall, 1349 South Green Rd., South Euclid, Ohio 44121, prior to the public hearing. This notice is given pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended.

Dated: April 1, 2019

Keith A. Benjamin, Clerk of Council



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Memorandum

To: Members of Council

From: Keith Ari Benjamin, Director of Community Services

Date: April 4, 2019

RE: Res. 13-19 Notre Dame College Note Ordinance Refinancing

Several years ago Notre Dame College financed the construction of new residence halls and other college improvements. At this time the College is seeking to refinance their debt utilizing tax-exempt private activity bonds.

Pursuant to Federal Internal Revenue Service (IRS) Requirements (Section 147f), **issuers of tax-exempt private activity bonds are required to obtain public approval** under section 147(f), which is a component of the Federal Tax Equity and Fiscal Responsibility Act (TEFRA) of 1982. Since Notre Dame College is in the City of South Euclid, we are the public jurisdiction responsible for review and approval.

Does approval of the Resolution mean the City has any financial or legal obligations or Liability?

No. The City is NOT the issuer of the proposed bonds and will not be a party to any of the Bond Documents **and will not be liable in any way:** no payment obligations and no pledge against the faith and credit of the city. **The City does not bear any responsibility for the bonds, debt service or any other related matter.**

What are the City's Obligations?

Pursuant to IRS Section 147f, the City of South Euclid is responsible for the following two actions:

- A Public Hearing must be held for individuals to express their views.
- A Resolution must be approved by City Council authorizing the College's issuance of notes.

Officials from Notre Dame College & their bond counsel will be at the Finance Committee Public Hearing scheduled for April 8, 2019 at 6 pm to hear comments and answer questions.

Please don't hesitate to let me know if you have any questions or need additional information.

Thank you.

1349 South Green Road • South Euclid, Ohio 44121-3985 • 216.381.0400 • Fax 216.291.4959

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CITY OF SOUTH EUCLID, OHIO

RESOLUTION NO.: 13-19
INTRODUCED BY: Fiorelli
REQUESTED BY: Mayor

April 8, 2019

A RESOLUTION

APPROVING THE ISSUANCE OF REVENUE BONDS BY THE PUBLIC FINANCE AUTHORITY, THE PROCEEDS OF WHICH SHALL BE LOANED TO, AND USED BY, THE NOTRE DAME COLLEGE TO FINANCE AND REFINANCE VARIOUS CAPITAL IMPROVEMENTS AND RELATED COSTS, AND DECLARING AN EMERGENCY.

WHEREAS, The Notre Dame College, an Ohio nonprofit corporation (the "College"), has requested that the Public Finance Authority, a public authority existing under the laws of the State of Wisconsin (the "Issuer"), issue its Educational Facilities Revenue Bonds (Notre Dame College Project) in one or more series (the "Bonds"), in an aggregate principal amount not to exceed \$30,000,000, and loan the proceeds thereof to the College for the purpose of, among other things, (i) refinancing (A) \$20,000,000 Ohio Higher Educational Facility Commission Higher Educational Facility Revenue Bonds (Notre Dame College Project) Series 2008, the proceeds of which were used by the College to finance or refinance certain educational facilities and sites thereof, consisting of constructing, equipping, furnishing and otherwise improving two new student housing facilities, renovations and improvements to the campus dining hall and classroom remodeling in the main administration building and library building, routine capital expenditures to the Notre Dame College Campus, including construction of additional appurtenant parking and repairing and improving sidewalks, roofs, elevators, windows and other existing building structures (the "2008 Project"), (B) outstanding taxable indebtedness used by the College to acquire the former Regina High School located at 1857 South Green Road, South Euclid, Ohio, for use as an academic building (the "Regina High School Project") and (C) outstanding taxable indebtedness of the College, the proceeds of which were used by the College to finance the construction of athletic fields located on the main campus at 4545 College Road, South Euclid, Ohio (the "Athletic Fields Project"), (ii) financing the construction, renovation and equipping of capital improvements to the College's student residence halls, each of which is located on the campus of the College at 4545 College Road, South Euclid, Ohio (the "2019 Project" and, together with the 2008 Project, the Regina High School Project, and the Athletic Fields Project, the "Project") and (iii) paying certain costs of issuing the Bonds. The Project is and will be owned and operated by the College; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), prior to their issuance, the Bonds are required to be approved by the "applicable elected representative" of a governmental unit having jurisdiction over the area in which the Project is or is to be located, after a public hearing held following reasonable public notice;

WHEREAS, pursuant to the laws under which the Issuer was formed, prior to their issuance, bonds issued by the Issuer must be approved by the governing body or highest ranking executive or administrator of the political jurisdiction within whose boundaries the Project is or is to be located;

WHEREAS, the City Council (the "City Council") of the City of South Euclid, Ohio (the "City") is an "applicable elected representative" of the City under the Code for the Project located within the City;

WHEREAS, the College has requested that this City Council approve the Issuer's issuance of the Bonds and the financing and refinancing of the Project located within the City in order to satisfy the requirements of Section 147(f) of the Code;

WHEREAS, the College has requested that this City Council approve the financing and refinancing of the Project and the issuance of the Bonds in order to satisfy the requirements of the Issuer for issuing the Bonds;

WHEREAS, this City Council has this day held a public hearing regarding the Issuer's issuance of the Bonds and the financing and refinancing of the Project, and now desires to approve the Issuer's issuance of the Bonds and the financing and refinancing of the Project;

NOW THEREFORE, BE IT RESOLVED by the City Council of the City of South Euclid, Ohio:

Section 1. That this City Council hereby approves the Issuer's issuance of the Bonds in an aggregate principal amount not to exceed \$30,000,000 and the financing and refinancing of the Project.

Section 2. The City understands and hereby confirms that (i) the Bonds are special obligations of the Issuer, payable solely out of proceeds of the Bonds and funds received from the College, and shall not constitute a pledge of the faith and credit of the Issuer or the City or an indebtedness or a charge against the general credit or taxing powers of the Issuer or the City within the meaning of any constitutional or statutory provision, (ii) the City shall have no payment obligation in respect of the Bonds, (iii) the issuance of the Bonds will in no way affect the City's debt limitations or debt capacity under any constitutional or statutory provision, (iv) the City does not bear any responsibility for the tax-exempt status of the Bonds, the debt service on the Bonds or any other matter related to the Bonds, (v) neither the City nor its staff have reviewed or considered the financial feasibility of the Project and (vi) the passage of this Resolution shall not obligate the City or any department thereof to (a) provide any financing to acquire or construct the Project or any refinancing of the Project; (b) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary for the acquisition, rehabilitation or operation of the Project; (c) make any contribution or advance any funds whatsoever to the Issuer; or (d) take any further action with respect to the Issuer or its membership therein.

Section 3: That it is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this Resolution were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees on or after November 25, 1975, that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section 4: This resolution is declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the City, and for the further reason that this Resolution is required to be immediately effective in order to expeditiously facilitate the marketing of the Bonds and ultimately the issuance of the Bonds through the Issuer, which issuance is necessary to provide long-term financing and refinancing of the Project at the lowest possible interest cost to the College; wherefore, this Resolution shall be in full force and effect immediately upon its passage and approval by the Mayor.

Dennis Fiorelli, President of Council

Attest: _____
Keith A. Benjamin,
Clerk of Council

Approved: _____
Georgine Welo, Mayor

Approved as to form:

Michael Lograsso, Director of Law

CERTIFICATE

The undersigned, Clerk of the City Council of the City of South Euclid, Ohio does hereby certify that the foregoing is a true and correct copy of an Resolution adopted by such City Council on April 8, 2019.

Keith A. Benjamin, Clerk of Council

[Remainder of this page intentionally left blank]

EXTRACT FROM MINUTES OF MEETING

The Council of the City of South Euclid, Ohio, met in regular session, on the 8th day of April, 2019, in the Council Chambers, with the following members present:

There was presented and read to Council Resolution No. ____-19, entitled:

AN RESOLUTION APPROVING THE ISSUANCE OF REVENUE BONDS BY THE PUBLIC FINANCE AUTHORITY, THE PROCEEDS OF WHICH SHALL BE LOANED TO, AND USED BY, THE NOTRE DAME COLLEGE TO FINANCE AND REFINANCE VARIOUS CAPITAL IMPROVEMENTS AND RELATED COSTS, AND DECLARING AN EMERGENCY.

_____ moved to suspend the rule requiring each Resolution or resolution to be read on three different days. _____ seconded the motion and, the roll being called upon the question, the vote resulted as follows:

_____ then moved that Resolution No. ____-19 be passed. _____ seconded the motion and, the roll being called upon the question, the vote resulted as follows:

The Resolution was declared passed April 8, 2019.

CERTIFICATE

The undersigned, Clerk of Council of the City, hereby certifies that the foregoing is a true and correct extract from the minutes of a meeting of the council of the City, held on the 8th day of April, 2019, to the extent pertinent to consideration and adoption of the above-entitled legislation.

Keith A. Benjamin, Clerk of Council