

NEW ISSUE

Rating: Moody's "___"
See **RATING**

*In the opinion of Squire Patton Boggs (US) LLP, Bond Counsel, under existing law (i) assuming continuing compliance with certain covenants and the accuracy of certain representations, interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals, and (ii) interest on, and any profit made on the sale, exchange or other disposition of, the Bonds are exempt from all Ohio state and local taxation, except the estate tax, the domestic insurance company tax, the dealers in intangibles tax, the tax levied on the basis of the total equity capital of financial institutions, and the net worth base of the corporate franchise tax. Interest on the Bonds may be subject to certain federal taxes imposed only on certain corporations. For a more complete discussion of the tax aspects, see **TAX MATTERS** herein.*

OFFICIAL STATEMENT



**CITY OF GAHANNA, OHIO
GENERAL OBLIGATION (Limited Tax)**

**[CAPITAL FACILITIES] [VARIOUS PURPOSE IMPROVEMENT AND REFUNDING]
BONDS, SERIES 2024[A/B]**

Dated: Closing Date

The Bonds. The Bonds are unvoted general obligations of the City, issued [for the purpose of retiring anticipatory securities issued previously to finance certain permanent improvements[,] [and]] to finance certain permanent improvements [and to refund certain securities issued previously to finance permanent improvements], all as described under **THE BONDS – AUTHORIZATION AND PURPOSE**. Principal and interest[, and any premium], unless paid from other sources, are to be paid from the proceeds of the City's levy of ad valorem property taxes, which taxes are within the ten-mill limitation imposed by Ohio law.

Book-Entry Only. The Bonds will be initially issued only as fully-registered bonds, one for each maturity, issuable under a book-entry system, registered initially in the name of The Depository Trust Company or its nominee ("DTC"). There will be no distribution of Bonds to the ultimate purchasers. The Bonds in certificated form as such will not be transferable or exchangeable, except for transfer to another nominee of DTC or as otherwise described in this Official Statement. See **Appendix E**.

Payment. Principal and interest will be payable to the registered owner (DTC), principal upon presentation and surrender at the designated corporate trust office of The Huntington National Bank, in Columbus, Ohio (the "Bond Registrar") and interest transmitted by the Bond Registrar on each interest payment date (June 1 and December 1 of each year, beginning _____ 1, 2024) to the registered owner (DTC) as of the 15th day of the calendar month next preceding that interest payment date.

PRINCIPAL MATURITY SCHEDULE
(see inside cover)

Prior Redemption*. Bonds maturing on or after December 1, 20__ are subject to optional redemption by the City prior to maturity, beginning _____ 1, 20__, and Term Bonds (if any) are subject to mandatory redemption, all as described in this Official Statement. The successful bidder may identify the Bonds maturing in any of the year 2025 through 2054 as Term Bonds. See **CERTAIN TERMS OF THE BONDS – Prior Redemption**.

The Bonds are offered when, as and if issued, and accepted by _____ (the "Underwriter"), subject to the opinion on certain legal matters relating to their issuance of Squire Patton Boggs (US) LLP, Bond Counsel to the City. Baker Tilly Municipal Advisors, LLC has acted as Municipal Advisor to the City in connection with the issuance of the Bonds. The Bonds are expected to be available for delivery to DTC or its agent on April __, 2024.

This Official Statement has been prepared by the City in connection with its original offering for sale of the Bonds. The Cover includes certain information for quick reference only. *It is not a summary of the Bond issue.* Investors should read the entire Official Statement to obtain information as a basis for making informed investment judgments.

Sale Procedure. Electronic bids (received via PARITY®) must be submitted in accordance with the Official Notice of Sale. See **Appendix G**. Bids will be received until [11:00] a.m. (Ohio time), on _____, 2024. This Official Statement is "deemed final" by the City as of its date for purposes of, and except for certain omissions as permitted by, SEC Rule 15c2-12(b)(1), and is subject to completion, amendment or supplementation in the final Official Statement.

The date of this Official Statement is _____, 2024, and the information herein speaks only as of that date.

* Preliminary, subject to change.

THIS PRELIMINARY OFFICIAL STATEMENT AND THE INFORMATION CONTAINED IN IT ARE SUBJECT TO COMPLETION AND AMENDMENT IN A FINAL OFFICIAL STATEMENT. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, and there shall not be any sale of the Bonds offered hereby, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of that jurisdiction.

PRINCIPAL MATURITY SCHEDULE*
ON DECEMBER 1

\$ _____ **SERIAL BONDS**

| Year | Amount | Interest Rate | Price | CUSIP^(a) No. 362676 |
|-------------|---------------|--------------------------|--------------|---|
| 2025 | \$ | % | % | |
| 2026 | | | | |
| 2027 | | | | |
| 2028 | | | | |
| 2029 | | | | |
| 2030 | | | | |
| 2031 | | | | |
| 2032 | | | | |
| 2033 | | | | |
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| 2036 | | | | |
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| 2051 | | | | |
| 2052 | | | | |
| 2053 | | | | |
| 2054 | | | | |

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* Preliminary, subject to change.

CITY OF GAHANNA, OHIO

CITY OFFICIALS

Laurie Jadwin, Mayor
Joann Bury, Director of Finance
Priya Tamilarasan, City Attorney
Miranda Vollmer, Senior Director of Administrative Services
Kevin Schultz, Senior Director of Operations

City Council:

Merisa Bowers, President
Trenton Weaver, Vice President
Jamille Jones
Nancy McGregor
Kaylee Padova
Stephen Renner
Michael Schnetzer

Jeremy VanMeter, Clerk of Council

PROFESSIONAL SERVICES

Squire Patton Boggs (US) LLP, Bond Counsel
The Huntington National Bank, Bond Registrar [and Escrow Trustee]
Baker Tilly Municipal Advisors, LLC, Municipal Advisor
_____, Underwriter
[_____, Verification Consultant]

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REGARDING THIS OFFICIAL STATEMENT

This Official Statement does not constitute an offering of any security other than the original offering of the Bonds identified on the Cover (as defined herein). No dealer, broker, sales person or other person has been authorized by the City to give any information or to make any representation other than as contained in this Official Statement, and if given or made, such other information or representation must not be relied upon as having been given or authorized by the City. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, and there shall not be any sale of the Bonds by any person, in any jurisdiction in which it is unlawful to make that offer, solicitation or sale.

The information in this Official Statement is provided by the City in connection with the original offering of the Bonds. Reliance should not be placed on any other information publicly provided, in any format including electronic, by the City for other purposes, including general information provided to the public or to portions of the public. The information in this Official Statement is subject to change without notice. Neither the delivery of this Official Statement nor any sale made under it shall, under any circumstances, give rise to any implication that there has been no change in the affairs of the City since its date.

This Official Statement contains statements that the City believes may be “forward-looking statements.” Words such as “plan,” “estimate,” “project,” “budget,” “anticipate,” “expect,” “intend,” “believe” and similar terms are intended to identify forward-looking statements. The achievement of results or other expectations expressed or implied by such forward-looking statements involves known and unknown risks, uncertainties and other factors that are difficult to predict, may be beyond the City’s control and could cause actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. The City undertakes no obligation, and does not plan, to issue any updates or revisions to such forward-looking statements.

UPON ISSUANCE, THE BONDS WILL NOT BE REGISTERED BY THE CITY UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAW, AND WILL NOT BE LISTED ON ANY STOCK OR OTHER SECURITIES EXCHANGE. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER FEDERAL, STATE OR OTHER GOVERNMENTAL ENTITY OR AGENCY WILL HAVE AT THE REQUEST OF THE CITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT OR APPROVED OR DISAPPROVED THE BONDS FOR SALE.

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Cover or as indicated herein. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part as a result of the procurement of secondary market portfolio insurance and other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Bonds.

The Ohio Municipal Advisory Council (“OMAC”) has requested that this paragraph be included in this Official Statement. Certain information contained in the Official Statement is attributed to OMAC. OMAC compiles information from official and other sources. OMAC believes the information it compiles is accurate and reliable, but OMAC does not independently confirm or verify the information and does not guaranty its accuracy. OMAC has not reviewed this Official Statement to confirm that the information attributed to it is information provided by OMAC or for any other purpose.

In connection with this offering, the Underwriter may over allot or effect transactions that stabilize or maintain the market price of the Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time. The Underwriter may offer and sell the Bonds to certain dealers and dealer banks and banks acting as agent at prices lower than the public offering prices stated on the Cover, which public offering prices may be changed from time to time by the Underwriter.

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INTRODUCTORY STATEMENT

This Official Statement has been prepared by the City of Gahanna, Ohio (the “City”) in connection with its original issuance and sale of the Bonds identified on the Cover (the “Bonds”). Certain information concerning the Bonds, including their authorization, purpose, terms and security and sources of payment, and the City is provided in this Official Statement.

This Introductory Statement briefly describes certain information relating to the Bonds and supplements certain information on the Cover. It is not intended as a substitute for the more detailed discussions in this Official Statement. Investors should read the entire Official Statement to obtain information as a basis for making informed investment judgments.

All financial and other information in this Official Statement has been provided by the City from its records, except for information expressly attributed to other sources and except for certain information on the Cover and under **UNDERWRITING**. The presentation of information, including tables of receipts from taxes and other sources, is intended to show recent historical information, and is not intended to indicate future or continuing trends in the financial position or other affairs of the City. No representation is made that past experience, as is shown by that financial and other information, will necessarily continue or otherwise be predictive of future experience. See also **REGARDING THIS OFFICIAL STATEMENT**.

This Official Statement should be considered in its entirety and no one subject should be considered less important than another by reason of location in the text. Reference should be made to laws, reports or documents referred to for more complete information regarding their contents. References to provisions of Ohio law, including the Revised Code and the Ohio Constitution, and of the City Charter (the “Charter”) are references to those current provisions. Those provisions may be amended, repealed or supplemented.

As used in this Official Statement:

- “Beneficial Owner” means the owner of a book-entry interest in the Bonds, as defined in **Appendix E**.
- “Council” means the City Council of the City.
- “County” means Franklin County, Ohio.
- “County Auditor” means the Auditor of the County.
- “Cover” means the cover page and the inside cover page of this Official Statement.
- “Debt charges” means the principal (including any mandatory sinking fund deposits and mandatory redemption payments) and interest payable on the obligations referred to as those payments come due and are payable; debt charges may also be referred to as “debt service.”

- “Fiscal Year” means the 12-month period ending December 31, and reference to a particular Fiscal Year (such as “Fiscal Year 2024”) means the Fiscal Year ending on December 31 in that year.
- “Revised Code” means the Ohio Revised Code.
- “State” or “Ohio” means the State of Ohio.

The Bonds are issued by the City of Gahanna, Ohio. They are authorized by Chapter 133 of the Revised Code, the Charter and legislation passed by the Council. The Bonds are issued for the purpose of [(a) providing funds to currently refund selected maturities of the 2013 bonds of the City and (b)] paying the costs of acquiring, constructing, renovating and improving municipal facilities, including constructing, renovating and improving additional public safety facilities for police department operations, furnishing and equipping the same, improving the sites thereof, acquiring land and interests in land in connection therewith, water, sanitary sewer and storm water improvements, and other improvements, relocation, or additions to utility infrastructure, together with all necessary and related appurtenances thereto. See **THE BONDS – AUTHORIZATION AND PURPOSE**.

The Bonds are general obligations of the City, the full faith and credit and general property taxing power of which are pledged to the payment of debt charges. Unless paid from other sources, debt charges are to be paid from the proceeds of the City’s levy of ad valorem property taxes, which taxes are within the ten-mill limitation imposed by Ohio law. The City expects that the debt charges will be paid from municipal income tax revenues and revenues of the water system, sanitary sewer system and storm water sewer system. See **SECURITY AND SOURCES OF PAYMENT**.

The Authorizing Legislation (see **THE BONDS – AUTHORIZATION AND PURPOSE**) provides that the Bonds will be issued in the denomination of \$5,000 or in whole multiples of \$5,000. The Bonds will be initially issued only as fully-registered bonds, one for each maturity, issuable under a book-entry system and registered initially in the name of The Depository Trust Company, New York, New York, or its nominee (DTC). See **CERTAIN TERMS OF THE BONDS – General; Book-Entry System and Appendix E**.

Principal and interest will be payable to the registered owner (DTC). Principal will be payable on presentation and surrender at the designated corporate trust office of the Bond Registrar. See **BOND REGISTRAR [AND ESCROW TRUSTEE]**. Interest will be transmitted by the Bond Registrar on each interest payment date (June 1 and December 1, beginning _____ 1, 2024) to the registered owner as of the 15th day of the calendar month next preceding that interest payment date.

The Bonds maturing on or after December 1, 20__ are subject to prior redemption, by and at the sole option of the City, either in whole or in part (as selected by the City) on any date on or after [December 1], 20__, in integral multiples of \$5,000, at par plus, in each case, accrued interest to the redemption date. The successful bidder may identify the Bonds maturing in any of the years 2025 through 2054, inclusive, as being subject to mandatory sinking fund redemption.

The Term Bonds (if any) are subject to mandatory prior redemption, as described in this Official Statement. See **CERTAIN TERMS OF THE BONDS – Prior Redemption**.

The opinion as to the validity of the Bonds and the tax-exempt status of the interest on the Bonds will be rendered by Squire Patton Boggs (US) LLP (“Bond Counsel”). See **OPINION OF BOND COUNSEL, TAX MATTERS and Appendix D**.

THE BONDS – AUTHORIZATION AND PURPOSE

The Bonds are to be issued pursuant to Chapter 133 of the Revised Code, the Charter, [an] ordinance[s] passed by the Council and a certificate of award provided for by [that] [those] ordinance[s] (collectively, the “Authorizing Legislation”).

[Bonds in the amount of \$_____ * are being issued and, together with other available funds of the City, will be used to current refund the City’s outstanding Various Purpose Refunding Bonds, Series 2013, dated April 23, 2013, currently outstanding in the amount of \$4,470,000 and maturing (or subject to mandatory sinking fund redemption) on December 1 in each of the years 2024 through 2028 and 2030 (collectively, the “Refunded Bonds”) which were originally issued for the purpose of refunding bonds issued for the purpose of (a) reconstructing, widening, re-paving, and otherwise improving Morrison Road, constructing drainage improvements, constructing and installing a waterline within the road right-of-way, and making related infrastructure improvements, including landscaping, traffic control devices, lighting, and related improvements and appurtenances, and (b) constructing, installing, equipping, and otherwise improving the extension of Creekside Park, including constructing one or more parking structures and related improvements, together with all appurtenances thereto, design and traffic studies preliminary to the foregoing, and acquisition of real estate or interests in real estate necessary to accomplish the foregoing.]

[The Bonds] [Bonds in the amount of \$_____ *] are being issued [to current refund the City’s outstanding Capital Facilities Notes, Series 2023, dated October 25, 2023 and maturing on October 24, 2024 (the “Outstanding Notes”) which were issued, and to provide additional funds] for the purpose of paying the costs of acquiring, constructing, renovating and improving municipal facilities, including constructing, renovating and improving additional public safety facilities for police department operations, furnishing and equipping the same, improving the sites thereof, acquiring land and interests in land in connection therewith, sanitary sewer and storm water improvements, and other improvements, relocation, or additions to utility infrastructure, together with all necessary and related appurtenances thereto.

Certain proceeds from the sale of the Bonds (which may include premium) will be used by the Underwriter and/or the Bond Registrar to provide for the payment of certain financing costs on behalf of the City. Any premium received by the City (after the payment of those financing costs) [(in excess of that necessary to fully fund the Escrow Fund as described below)] from the sale of the Bonds will be deposited in the Bond Retirement Fund. Moneys in that Fund are used to pay debt charges on City debt obligations.

* Preliminary, subject to change.

[Use of Proceeds – Refunding]

[Proceeds from the sale of the Bonds that will be used to refund the Refunded Bonds will be deposited in an Escrow Fund held by The Huntington National Bank (the “Escrow Trustee”), pursuant to an Escrow Agreement between the City and the Escrow Trustee dated April ____, 2024 (the “Escrow Agreement”). The money deposited in the Escrow Fund will be (a) held in cash to the extent not needed to make the investments described in (b) below, and (b) invested in direct obligations of or obligations guaranteed as to payment by the United States (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the (i) payment of interest on the Refunded Bonds when due on June 1 and December 1 of each year from _____, 2024 through _____, 2024, and (ii) payment of the principal amount of the Refunded Bonds upon their prior optional redemption on _____ 1, 2024, as provided in the Authorizing Legislation. The Authorizing Legislation provides for an irrevocable call for optional redemption of the Refunded Bonds on _____ 1, 2024, at a redemption price equal to 100% of the principal amount redeemed, plus interest accrued to the redemption date.

Any premium received by the City on the sale of the Bonds in excess of that necessary to fully fund the Escrow Fund as described above and to pay costs of issuing the Bonds and refunding the Refunded Bonds and any interest accrued on the Bonds will be deposited in the Bond Retirement Fund. Money in that Fund is used to pay debt charges on City debt obligations. [See also the discussion under **VERIFICATION OF MATHEMATICAL COMPUTATIONS.**]

CERTAIN TERMS OF THE BONDS

General; Book-Entry System

The Bonds will be dated their date of original issuance, will be payable in the principal amounts and on the dates and will bear interest (computed on the basis of a 360-day year and twelve 30-day months) at the rates and be payable on the dates, at the place and in the manner, all as described on the Cover.

The Bond Registrar will act as the paying agent for the Bonds and will keep all books and records necessary for registration, exchange and transfer of the Bonds. See **BOND REGISTRAR [AND ESCROW TRUSTEE]**.

The Bonds will be delivered in book-entry-only form and, when issued, registered in the name of The Depository Trust Company (“DTC”), New York, New York, or its nominee Cede & Co., which will act as securities depository for the Bonds. For discussion of the book-entry system and DTC and the replacement of Bonds in the event that the book-entry system is discontinued, see **Appendix E**.

Prior Redemption *

The Bonds are subject to mandatory and optional redemption as follows.

Mandatory Redemption

The Bonds maturing in the years 20__ through 2054, inclusive, may be subject to mandatory sinking fund requirements as designated by the successful bidder. Any bonds sold as Term Bonds will be subject to mandatory sinking fund redemption in part by lot pursuant to the terms of the Mandatory Sinking Fund Redemption Requirements of the Authorizing Legislation, at a redemption price equal to 100% of the principal amount redeemed, plus interest accrued to the redemption date, on December 1 of the years determined in the Authorizing Legislation.

Term Bonds redeemed by other than mandatory redemption, or purchased for cancellation, may be credited against the applicable mandatory redemption requirement for the Term Bonds.

Optional Redemption

The Bonds maturing on or after December 1, 20__ are subject to prior redemption, by and at the sole option of the City, either in whole or in part (as selected by the City) on any date on or after [December 1], 20__, in integral multiples of \$5,000, at par plus, in each case, accrued interest to the redemption date.

Selection of Bonds and Book-Entry Interests to be Redeemed

If fewer than all outstanding Bonds are called for optional redemption at one time, the Bonds to be called will be called as selected by, and selected in a manner as determined by, the City.

If less than all of an outstanding Bond of one maturity under a book-entry system is to be called for redemption (in the amount of \$5,000 or any whole multiple), the Bond Registrar will give notice of redemption only to DTC as registered owner. The selection of the book-entry interests in that Bond to be redeemed is discussed below under **CERTAIN TERMS OF THE BONDS – Prior Redemption – Notice of Call for Redemption; Effect.**

If bond certificates are issued to the ultimate owners, and if fewer than all of the Bonds of a single maturity are to be redeemed, the selection of Bonds (or portions of Bonds in the amount of \$5,000 or any whole multiple) to be redeemed will be made by lot in a manner determined by the Bond Registrar.

In the case of a partial redemption by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal will be treated as if it were a separate Bond of the denomination of \$5,000.

* Preliminary, subject to change.

Notice of Call for Redemption; Effect

The Bond Registrar is to cause notice of the call for redemption, identifying the Bonds or portions of Bonds to be redeemed, to be sent by first-class mail, at least 30 days prior to the redemption date, to the registered owner (initially, DTC) of each Bond to be redeemed at the address shown on the Register on the 15th day preceding that mailing. Any defect in the notice or any failure to receive notice by mailing will not affect the validity of any proceedings for the redemption of any Bonds.

On the date designated for redemption, Bonds or portions of Bonds called for redemption shall become due and payable. If the Bond Registrar then holds sufficient money for payment of debt charges payable on that redemption date, interest on each Bond (or portion of a Bond) so called for redemption will cease to accrue on that date.

So long as all Bonds are held under a book-entry system by a securities depository (such as DTC), a call notice is to be sent by the Bond Registrar only to the depository or its nominee. Selection of book-entry interests in the Bonds called, and giving notice of the call to the owners of those interests called, is the sole responsibility of the depository and of its Direct Participants and Indirect Participants. Any failure of the depository to advise any Direct Participant, or of any Direct Participant or any Indirect Participant to notify the Beneficial Owners, of any such notice and in its content or effect will not affect the validity of any proceedings for the redemption of any Bonds or portions of Bonds. See **Appendix E**.

SECURITY AND SOURCES OF PAYMENT

The Bonds will be unvoted general obligation debt of the City payable from the sources described, subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or transfer, and other laws relating to or affecting the rights and remedies of creditors generally; to the application of equitable principles, whether considered in a proceeding at law or in equity; to the exercise of judicial discretion; and to limitations on legal remedies against public entities.

Basic Security

The basic security for payment of the Bonds is the requirement that the City levy ad valorem property taxes within the ten-mill limitation imposed by Ohio law to pay debt charges on the Bonds. The State constitution specifically prohibits a subdivision such as the City from incurring general obligation indebtedness unless the authorizing legislation makes provision “for levying and collecting annually by taxation an amount sufficient to pay” the debt charges on the bonds. (Ohio Constitution Article XII Section 11.)

The Ohio Supreme Court has stated:

“Section 11 of Article XII of the Constitution of Ohio imposes a mandatory duty upon the State and its political subdivisions to pay the interest and principal of their indebtedness before provisions are to be made for current operating expenses.” *State ex rel. Nat’l City Bank v. Bd. of Ed. of the Cleveland City School District*, 52 Ohio St. 2d 81, 85 (1977).

Under State law, the levy for debt charges on unvoted general obligations of the City is to be placed before and in preference to all other levies and for the full amount of those debt charges. See the further discussions under **AD VALOREM PROPERTY TAXES** and **CITY DEBT AND OTHER LONG-TERM OBLIGATIONS**.

Ohio law requires the City to levy and collect that property tax to pay debt charges on the Bonds as they come due, unless and to the extent those debt charges are paid from other sources, such as described below.

The Authorizing Legislation provides further security by making a pledge of the full faith and credit and the general property taxing power of the City for the payment of debt charges on the Bonds as they come due. All funds of the City are included in that pledge, except those specifically limited to another use or prohibited from that use by the Ohio Constitution, or Ohio or federal law, or revenue bond trust agreements. Those exceptions as to portions of the Bonds include tax levies voted for specific purposes or expressly pledged to certain obligations, special assessments pledged to particular bonds or notes, certain utility revenues and highway use receipts (limited by the Ohio Constitution to highway-related purposes). A similar pledge is made in each ordinance authorizing voted or unvoted general obligation debt.

Additional Sources of Payment

The Authorizing Legislation contains specific covenants that debt charges will be paid from municipal income taxes, in accordance with Section 133.05(B)(7) of the Revised Code. See **Debt Tables A** and **C**. Those include covenants to appropriate annually from lawfully available municipal income taxes, and to continue to levy and collect those income taxes, in amounts necessary to meet the debt charges on the Bonds. See **MUNICIPAL INCOME TAX**.

The City expects that the debt charges on the \$_____ portion of the Bonds relating to water system improvements (\$_____), sanitary sewer system improvements (\$_____) and storm water system improvements (\$_____) will in fact be paid, to the extent available, from revenue of the City's water system, sanitary sewer system and storm water system, respectively.

Enforcement of Rights and Remedies

In addition to the right of individual bondholders to sue upon their particular Bonds, Ohio law authorizes the holders of not less than 10% in principal amount of the outstanding Bonds, whether or not then due and payable or reduced to judgment, to bring mandamus or other actions to enforce all contractual or other rights of the bondholders, including the right to require the City to assess, levy, charge, collect and apply the unvoted property taxes and other pledged receipts to pay debt charges, and to perform its duties under law. Those bondholders may, in the case of any default in payment of debt charges bring action to require the City to account as if it were the trustee of an express trust for the bondholders or to enjoin any acts that may be unlawful or in violation of bondholder rights. [Section 133.25(C)] See also **Appendix E**.

The State has pledged to and agreed with holders of securities such as the Bonds that

“...the state will not, by enacting any law or adopting any rule, repeal, revoke, repudiate, limit, alter, stay, suspend, or otherwise reduce, rescind, or impair the power or duty of a subdivision to exercise, perform, carry out, and fulfill its responsibilities or covenants under this chapter [Chapter 133, the State’s Uniform Public Securities Law] or legislation or agreements as to its Chapter 133 securities, including a credit enhancement facility, passed or entered into pursuant to this chapter, or repeal, revoke, repudiate, limit, alter, stay, suspend, or otherwise reduce, rescind, or impair the rights and remedies of any such holders fully to enforce such responsibilities, covenants, and agreements or to enforce the pledge and agreement of the State contained in this division, or otherwise exercise any sovereign power materially impairing or materially inconsistent with the provisions of such legislation, covenants, and agreements.” (Section 133.25(D) of the Revised Code.)

Bankruptcy

Federal and State laws provide procedures for the adjustment of indebtedness of political subdivisions, such as the City. Chapter 9 of the U.S. Bankruptcy Code would permit the City to make such an adjustment if (i) it were “insolvent” (*i.e.*, the City was not paying its debt charges as they came due or it was unable to pay those debt charges as they became due), (ii) it met certain other criteria (*e.g.*, having negotiated in good faith with its creditors and failed to reach agreement or such negotiation was impractical because of time restrictions, the number of creditors or other reasons) and (iii) it were authorized under State law (by legislation or by a governmental officer) to seek relief under Chapter 9. The State’s Uniform Public Securities Law provides that the City or any other subdivision must obtain the approval of the State Tax Commissioner in order to file a bankruptcy petition stating that it is insolvent and “that it desires to effect a plan for the composition or adjustment of its debts and to take such further proceedings” under the Bankruptcy Code. That law also states:

“No taxing subdivision shall be permitted, in availing itself of such acts of congress [the Bankruptcy Code], to scale down, cut down, or reduce the principal sum of its securities, except that interest thereon may be reduced in whole or in part.” (Section 133.36 of the Revised Code.)

The County may also initiate proceedings under the Bankruptcy Code. Because it collects, distributes or otherwise provides revenues to the City, the City’s financial condition could be affected by such an action.

Refunding

State law authorizes the refunding of all or a portion of the Bonds. If the City places in escrow either money or direct obligations of, or obligations guaranteed as to payment by, the United States, or a combination of both, that with investment income thereon will be sufficient for the payment of debt charges on the refunded Bonds, those Bonds will no longer be

considered to be outstanding. They will also not be considered in determining any direct or indirect limitation on City indebtedness, and the levy of taxes to pay debt charges on them will not be required. For this purpose, direct obligations of or obligations guaranteed by the United States include rights to receive payments or portions of payments of the principal of or interest or other investment income on (i) those U.S. obligations and (ii) other obligations fully secured as to payment by those U.S. obligations and the interest or other investment income on those obligations.

LITIGATION

To the knowledge of the appropriate City officials, no litigation or administrative action or proceeding is pending, restraining or enjoining, or seeking to restrain or enjoin, the issuance and delivery of the Bonds, or the levy and collection of taxes or the charge and collection of any applicable rates, fees or charges, to pay the debt charges on the Bonds, or contesting or questioning the proceedings and authority under which the Bonds have been authorized and are to be issued, sold, signed or delivered, or the validity of the Bonds. No petitions for referendum with respect to the Authorizing Legislation or any other measure authorizing the payment of or security for the Bonds, or the carrying out of the government purposes to which the Bond proceeds are to be applied, and no petitions seeking to initiate any measure affecting the same or the proceedings therefor, have been filed. The City will deliver to the Underwriter a certificate to that effect at the time of original delivery of the Bonds to the Underwriter.

The City is a party to various legal proceedings seeking damages or injunctive or other relief and generally incidental to its operations. These proceedings are unrelated to the Bonds or the security for the Bonds, or the permanent improvements being financed. The ultimate disposition of these proceedings is not now determinable, but will not, in the opinion of the City Attorney, have a material adverse effect on the Bonds, the security for the Bonds, or those improvements or the City's operating revenues.

Under current Ohio law, City money, accounts and investments are not subject to attachment to satisfy tort judgments in State courts against the City.

See also **THE CITY – City Facilities; Insurance.**

OPINION OF BOND COUNSEL

Certain legal matters incident to the issuance of the Bonds and with regard to the tax-exempt status of the interest on the Bonds (see **TAX MATTERS**) are subject to the opinion of Squire Patton Boggs (US) LLP, Bond Counsel to the City. The signed legal opinion of Bond Counsel, substantially in the form attached hereto as **Appendix D**, dated and premised on law in effect on the date of issuance of the Bonds, will be delivered on the date of issuance of the Bonds. The text of the opinion to be delivered may vary from the text as set forth in **Appendix D** if necessary to reflect facts and law on the date of delivery. The opinion will speak only as of its date, and subsequent distribution of it by recirculation of this Official Statement or otherwise shall create no implication that Bond Counsel has reviewed or expresses any opinion concerning any of the matters referred to in the opinion subsequent to its date.

The opinion of Bond Counsel and any other legal opinions and letters of counsel to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions or advice regarding the legal issues and other matters expressly addressed therein. By rendering a legal opinion or advice, the giver of such opinion or advice does not become an insurer or guarantor of the result indicated by that opinion, or the transaction on which the opinion or advice is rendered, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

Bond Counsel has assisted in drafting those portions of this Official Statement under the captions **CERTAIN TERMS OF THE BONDS** (excluding the information concerning the book-entry system there and in **Appendix E**), **SECURITY AND SOURCES OF PAYMENT** and **TAX MATTERS**. Bond Counsel and others, including the Underwriter and the Municipal Advisor, have assisted the City with its preparation of certain other portions of this Official Statement. Bond Counsel and those other parties, however, have not been engaged to, and will not, independently confirm or verify that information or any other information provided by the City or others, and will not express an opinion as to the accuracy, completeness or fairness of any such information or any other reports, financial information, offering or disclosure documents or other information pertaining to the Bonds that may be prepared or made available by the City or others to potential or actual purchasers of the Bonds, to owners of the Bonds, including Beneficial Owners, or to others.

In addition to rendering its opinion, Bond Counsel will assist in the preparation of and advise the City concerning documents for the bond transcript. Squire Patton Boggs (US) LLP also serves and has served as bond counsel for one or more of the political subdivisions that the City territorially overlaps.

TAX MATTERS

In the opinion of Squire Patton Boggs (US) LLP, Bond Counsel, under existing law: (i) interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; and (ii) interest on, and any profit made on the sale, exchange or other disposition of, the Bonds are exempt from all Ohio state and local taxation, except the estate tax, the domestic insurance company tax, the dealers in intangibles tax, the tax levied on the basis of the total equity capital of financial institutions, and the net worth base of the corporate franchise tax. Bond Counsel expresses no opinion as to any other tax consequences regarding the Bonds.

The opinion on federal tax matters will be based on and will assume the accuracy of certain representations and certifications, and continuing compliance with certain covenants, of the City contained in the transcript of proceedings and that are intended to evidence and assure the foregoing, including that the Bonds are and will remain obligations the interest on which is excluded from gross income for federal income tax purposes. Bond Counsel will not independently verify the accuracy of the City’s certifications and representations or the continuing compliance with the City’s covenants.

The opinion of Bond Counsel is based on current legal authority and covers certain matters not directly addressed by such authority. It represents Bond Counsel's legal judgment as to exclusion of interest on the Bonds from gross income for federal income tax purposes but is not a guaranty of that conclusion. The opinion is not binding on the Internal Revenue Service ("IRS") or any court. Bond Counsel expresses no opinion about (i) the effect of future changes in the Code and the applicable regulations under the Code or (ii) the interpretation and the enforcement of the Code or those regulations by the IRS.

The Code prescribes a number of qualifications and conditions for the interest on state and local government obligations to be and to remain excluded from gross income for federal income tax purposes, some of which require future or continued compliance after issuance of the obligations. Noncompliance with these requirements by the City may cause loss of such status and result in the interest on the Bonds being included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. The City has covenanted to take the actions required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and not to take any actions that would adversely affect that exclusion. After the date of issuance of the Bonds, Bond Counsel will not undertake to determine (or to so inform any person) whether any actions taken or not taken, or any events occurring or not occurring, or any other matters coming to Bond Counsel's attention, may adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds or the market value of the Bonds.

Interest on the Bonds may be subject: (1) to a federal branch profits tax imposed on certain foreign corporations doing business in the United States; (2) to a federal tax imposed on excess net passive income of certain S corporations; and (3) to the alternative minimum tax imposed under Section 55(b) of the Code on "applicable corporations" (within the meaning of Section 59(k) of the Code). Under the Code, the exclusion of interest from gross income for federal income tax purposes may have certain adverse federal income tax consequences on items of income, deduction or credit for certain taxpayers, including financial institutions, certain insurance companies, recipients of Social Security and Railroad Retirement benefits, those that are deemed to incur or continue indebtedness to acquire or carry tax-exempt obligations, and individuals otherwise eligible for the earned income tax credit. The applicability and extent of these and other tax consequences will depend upon the particular tax status or other tax items of the owner of the Bonds. Bond Counsel will express no opinion regarding those consequences.

Payments of interest on tax-exempt obligations, including the Bonds, are generally subject to IRS Form 1099-INT information reporting requirements. If a Bond owner is subject to backup withholding under those requirements, then payments of interest will also be subject to backup withholding. Those requirements do not affect the exclusion of such interest from gross income for federal income tax purposes.

Bond Counsel's engagement with respect to the Bonds ends with the issuance of the Bonds, and, unless separately engaged, Bond Counsel is not obligated to defend the City or the owners of the Bonds regarding the tax status of interest thereon in the event of an audit examination by the IRS. The IRS has a program to audit tax-exempt obligations to determine whether the interest thereon is includible in gross income for federal income tax purposes. If the IRS does audit the Bonds, under current IRS procedures, the IRS will treat the City as the

taxpayer and the beneficial owners of the Bonds will have only limited rights, if any, to obtain and participate in judicial review of such audit. Any action of the IRS, including but not limited to selection of the Bonds for audit, or the course or result of such audit, or an audit of other obligations presenting similar tax issues, may affect the market value of the Bonds.

Prospective purchasers of the Bonds upon their original issuance at prices other than the respective prices indicated on the Cover, and prospective purchasers of the Bonds at other than their original issuance, should consult their own tax advisors regarding other tax considerations such as the consequences of market discount, as to all of which Bond Counsel expresses no opinion.

Risk of Future Legislative Changes and/or Court Decisions

Legislation affecting tax-exempt obligations is regularly considered by the United States Congress and may also be considered by the State legislature. Court proceedings may also be filed, the outcome of which could modify the tax treatment of obligations such as the Bonds. There can be no assurance that legislation enacted or proposed, or actions by a court, after the date of issuance of the Bonds will not have an adverse effect on the tax status of interest or other income on the Bonds or the market value or marketability of the Bonds. These adverse effects could result, for example, from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), or repeal (or reduction in the benefit) of the exclusion of interest on the Bonds from gross income for federal or state income tax purposes for all or certain taxpayers.

For example, federal tax legislation that was enacted on December 22, 2017 reduced corporate tax rates, modified individual tax rates, eliminated many deductions, repealed the corporate alternative minimum tax that was in effect at that time, and eliminated the tax-exempt advance refunding of tax-exempt bonds and tax-advantaged bonds, among other things. Additionally, investors in the Bonds should be aware that future legislative actions might increase, reduce or otherwise change (including retroactively) the financial benefits and the treatment of all or a portion of the interest on the Bonds for federal income tax purposes for all or certain taxpayers. In all such events, the market value of the Bonds may be affected and the ability of holders to sell their Bonds in the secondary market may be reduced.

Investors should consult their own financial and tax advisors to analyze the importance of these risks.

Original Issue Discount and Original Issue Premium

Certain of the Bonds (“Discount Bonds”) may be offered and sold to the public at an original issue discount (“OID”). OID is the excess of the stated redemption price at maturity (the principal amount) over the “issue price” of a Discount Bond. The issue price of a Discount Bond is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of the Discount Bonds of the same maturity is sold pursuant to that offering. For federal income tax purposes, OID accrues to the owner of a Discount Bond over the period to maturity based on the constant yield method, compounded semiannually (or over a shorter permitted compounding

interval selected by the owner). The portion of OID that accrues during the period of ownership of a Discount Bond (i) is interest excluded from the owner's gross income for federal income tax purposes to the same extent, and subject to the same considerations discussed above, as other interest on the Bonds, and (ii) is added to the owner's tax basis for purposes of determining gain or loss on the maturity, redemption, sale or other disposition of that Discount Bond. A purchaser of a Discount Bond in the initial public offering at the issue price (described above) for that Discount Bond who holds that Discount Bond to maturity will realize no gain or loss upon the retirement of that Discount Bond.

Certain of the Bonds ("Premium Bonds") may be offered and sold to the public at a price in excess of their stated redemption price at maturity (the principal amount). That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually. No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner's gain or loss on the sale, redemption (including redemption at maturity) or other disposition of a Premium Bond, the owner's tax basis in the Premium Bond is reduced by the amount of bond premium that is amortized during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond. A purchaser of a Premium Bond in the initial public offering who holds that Premium Bond to maturity (or, in the case of a callable Premium Bond, to its earlier call date that results in the lowest yield on that Premium Bond) will realize no gain or loss upon the retirement of that Premium Bond.

Owners of Discount and Premium Bonds should consult their own tax advisors as to the determination for federal income tax purposes of the existence of OID or bond premium, the determination for federal income tax purposes of the amount of OID or bond premium properly accruable or amortizable in any period with respect to the Discount or Premium Bonds, other federal tax consequences in respect of OID and bond premium, and the treatment of OID and bond premium for purposes of state and local taxes on, or based on, income.

CERTAIN INVESTMENT CONSIDERATIONS

Coronavirus (COVID-19)

The spread of the strain of coronavirus commonly known as COVID-19 ("COVID-19" or the "Pandemic") began altering the behavior of businesses and people early in 2020 in a manner that had, and continues to have, negative effects on global, state and local economies and, in turn, on state and local governments and their revenues and expenses.

The COVID-19 outbreak did not impact the City's revenues and expenditures in a material adverse manner. The City did receive Pandemic financial assistance pursuant to the Coronavirus Aid, Relief, and Economic Security Act (CARES) and the American Rescue Plan

Act (ARPA) and that assistance was used by the City to cover revenue shortfalls in certain City operations. The City also passed a 1% municipal income tax increase in July 2019. The passage of this additional income tax rate also provided new resources during the Pandemic for capital and operational purposes. Those revenue shortfalls have abated, and in most cases revenue have increased above pre-Pandemic levels, and as a result of the increased income tax rate and certain operational cost savings, the City's current operating and capital budgets are not dependent on that Pandemic financial assistance. The adjustments to revenues and expenses are all taken into account in the information provided in this Official Statement.

Market for the Bonds

There can be no guarantee that there will be a secondary market for the Bonds or, if a secondary market exists, that the Bonds can be sold for any particular price. Accordingly, purchasers of the Bonds should be prepared to have their funds committed until the Bonds mature. Prices of issues for which a market is being made will depend upon then prevailing circumstances. Such prices could be substantially different than the original purchase price. Moreover, while the Underwriter expects to reoffer the Bonds in the secondary market, the Underwriter is not specifically required to do so.

Litigation and Legislation Potentially Affecting the City's Municipal Income Taxes

As described under **MUNICIPAL INCOME TAX**, in response to the spread of the Pandemic, the Ohio General Assembly passed, and Governor DeWine signed into law, Amended Substitute House Bill 197 ("H.B. 197") in March 2020. Section 29 of H.B. 197 provided temporary changes to Ohio's municipal income tax rules to clarify and simplify municipal income tax collection during the period of the emergency declared by Governor DeWine's Executive Order 2020-01D, issued on March 9, 2020, and continuing for 30 days following the conclusion of that period (the "COVID Temporary Period"). Under that section 29, cities could temporarily impose (i) a nonresident income tax on individuals who in the absence of the Executive Order would have reported to a work location in the city (an "Employer Site"), without regard to the taxpayer's physical presence in the city, and (ii) an obligation on employers located in the city to withhold and remit to the city the foregoing income tax temporarily imposed on nonresident individuals who otherwise would have performed employee services in the city. Under that provision, the City imposed (i) its income taxes on workers working from their homes outside of the City rather than at Employer Sites in the City and (ii) the City income tax withholding and remittance obligations of employers of such workers. Governor DeWine lifted the state of emergency in Ohio on June 18, 2021, which would have ended the COVID Temporary Period and the applicability of the provisions of Section 29 of H.B. 197 on July 18, 2021.

However, the Ohio General Assembly passed, and on July 1, 2021 Governor DeWine signed into law, Substitute House Bill 110 ("H.B. 110") which extended until December 31, 2021 the period during which employers withheld and remitted the municipal income taxes to the city in which the Employer Site is located. H.B. 110 allows employees who performed work during tax year 2021 from a location outside the municipality in which the Employer Site is located to apply for refunds of the municipal income taxes that their employer withheld and remitted to the municipality in which the Employer Site is located.

An independent research and educational institute has filed the following lawsuits alleging that (i) the “deemed to have performed” provision of Section 29 of H.B. 197, and the concomitant impositions of withholding and remittance obligations by municipalities that have Employer Sites, violate the Fifth and Fourteenth Amendments to the United States Constitution and (ii) the Ohio General Assembly lacked authority under the Ohio Constitution to expand the taxing power of municipalities beyond established limits.

1) In July 2020, the institute and three of its employees filed a lawsuit against the Columbus (Ohio) City Auditor and the Ohio Attorney General in the Franklin County Common Pleas Court. In April 2021, that lawsuit was dismissed with prejudice in favor of the defendants. The plaintiffs filed an appeal of the dismissal in the Tenth District Court of Appeals. On November 30, 2021, the Court of Appeals rendered its opinion affirming the judgment of the Franklin County Court of Common Pleas dismissing the plaintiffs’ case with prejudice. On January 14, 2022, the institute filed an appeal with the Ohio Supreme Court to hear its case. On March 29, 2022, the Court declined to accept jurisdiction of the institute’s appeal, which disposed of the institute’s case.

2) In February 2021, the institute filed two lawsuits on behalf of two more Ohioans, one in the Franklin County Common Pleas Court and the other in Hamilton County Common Pleas Court, that similarly challenge the constitutionality of provisions of H.B. 197 that allow the cities of Columbus and Cincinnati to tax the income of workers who do not live in, and have not been working within, the respective municipalities during the COVID Temporary Period. In early April 2021, the lawsuit filed in the Franklin County Common Pleas Court was settled in favor of the plaintiff, resulting in the City of Columbus refunding to the plaintiff certain moneys that had been withheld by the plaintiff’s employer for municipal income taxation purposes. On June 15, 2021, the Hamilton County Court of Common Pleas granted the City of Cincinnati’s motion to dismiss that suit, finding that “H.B. 197 is constitutional under the General Assembly’s broad powers of taxation over its residents.” The plaintiff in that suit filed an appeal of the dismissal in the First District Court of Appeals on June 16, 2021. The Court of Appeals sustained the dismissal on February 7, 2022. On March 24, 2022, the plaintiff filed an appeal with the Ohio Supreme Court to hear its case, and the Court exercised its discretion to accept the plaintiff’s appeal on June 7, 2022. As of the date of this Official Statement, the Ohio Supreme Court has yet to render its decision on the merits of the plaintiff’s appeal.

3) In March 2021, the institute filed another such lawsuit in Lucas County Common Pleas Court against the Cities of Toledo and Oregon on behalf of three Ohioans who had been working from their homes, which were each located outside of those respective cities during the COVID Temporary Period. Both the cities filed motions to dismiss the case, and on December 21, 2021, the Court of Common Pleas granted those motions dismissing the suit. On December 29, 2022, the Sixth District Court of Appeals affirmed the dismissal. The decision of the Court of Appeals was not appealed to the Ohio Supreme Court.

4) In April 2021, the institute filed another such lawsuit in Cuyahoga County Common Pleas Court against the City of Cleveland’s Director of Finance and the Ohio Attorney General on behalf of a doctor who worked from a home in Pennsylvania during the COVID Temporary Period. Both the Director of Finance of the City of Cleveland and the Ohio Attorney General, separately, filed a motion to dismiss the case. On September 29, 2021, the Court of

Common Pleas dismissed the claims against the Ohio Attorney General but denied, without an opinion, the motion to dismiss filed by the City of Cleveland's Director of Finance. Both parties filed motions of summary judgment on February 7, 2022. On September 26, 2022, the Court of Common Pleas granted the plaintiff's motion for summary judgment, finding that the Ohio General Assembly "cannot create jurisdiction to levy a tax on the income of persons who are not residents of Ohio" where that income "was earned for work performed outside of the State of Ohio." On October 19, 2022, the City of Cleveland appealed to the Eighth District Court of Appeals. This case has been stayed pending the Ohio Supreme Court's decision in the case discussed above that originated in the Hamilton County Court of Common Pleas.

5) In January 2023, the institute filed a lawsuit in the Summit County Court of Common Pleas against the Tax Commissioner of the City of Akron and the Ohio Attorney General on behalf of a physician assistant who was an Ohio resident who worked at a hospital in Akron in 2020 during the COVID Temporary Period. After filing a wrongful termination claim, the physician assistant and her former employer reached a settlement agreement, and the former employer withheld Akron income tax on the settlement payment. In April 2022, the employee requested a refund of the Akron income tax withheld from the settlement payment, arguing that the settlement payment did not constitute wages. On July 11, 2022, the City of Akron denied the refund request. The City cited the enactment of H.B. 197 and concluded that the wrongful termination settlement payment was compensation for work treated as performed within the City of Akron during the COVID Temporary Period. This case has been stayed by the Summit County Court of Common Pleas pending the Ohio Supreme Court's decision in the case discussed above that originated in the Hamilton County Court of Common Pleas.

In each case, the plaintiffs have requested declaratory and injunctive relief and a refund of taxes withheld or collected under the provisions of H.B. 197. Except as otherwise noted above, these cases remain pending and the timing of their ultimate disposition after an exhaustion of likely appeals is uncertain.

Though the City is not a party to any of these lawsuits, an unfavorable outcome in any of the suits could prompt the filing of a similar suit against the City or otherwise affect City income tax withholding and collections. At this time, the City is unable to predict the extent of the impact of a decision in any such litigation that could be brought against the City or of any other effect of the outcome in the current litigation. However, the City does not anticipate that any refunds that are paid by the City due to the current or future related litigation matters or the amendments made in H.B. 110 would materially impact the City's municipal income tax collections and its ability to use such collections to pay portions of the debt service on its Bonds due to the structure of and security for the Bonds. See **MUNICIPAL INCOME TAX** for further discussion.

ELIGIBILITY FOR INVESTMENT AND AS PUBLIC MONEY SECURITY

To the extent that the matter as to the particular investor is governed by Ohio law, and subject to any applicable limitations under other provisions of Ohio law, the Bonds are lawful investments for banks, savings and loan associations, credit union share guaranty corporations, trust companies, trustees, fiduciaries, insurance companies (including domestic for life and domestic not for life), trustees or other officers having charge of sinking and bond retirement or

other funds of the State and State subdivisions and taxing districts, the Commissioners of the Sinking Fund, the Administrator of Workers' Compensation, and State retirement systems (Teachers, Public Employees, Public School Employees, and Police and Fire), notwithstanding any other provisions of the Revised Code or rules adopted pursuant to those provisions by any State agency with respect to investments by them.

The Bonds are acceptable under Ohio law as security for the repayment of the deposit of public money.

Beneficial Owners of the Bonds should make their own determination as to such matters as legality of investment in or pledgability of book-entry interests.

UNDERWRITING

The Bonds are being purchased by _____ (the "Underwriter"), at a price of \$ _____, plus any interest accrued on the Bonds, resulting in a gross underwriting spread of \$ _____ from the public offering prices of the Bonds set forth on the Cover (the "Offering Prices"). The Underwriter has agreed to wire funds, from the purchase price, to the Bond Registrar at closing for further distribution by the Bond Registrar to pay certain costs of issuance of the Bonds (\$ _____) on behalf of the City. The Underwriter has provided the information in this Official Statement pertaining to the Offering Prices and to the offering of the Bonds in the seventh paragraph of **REGARDING THIS OFFICIAL STATEMENT**. As noted in that paragraph, the Underwriter may offer and sell the Bonds to certain dealers (including dealers depositing into investment trusts) and others at prices lower than the Offering Prices. The Offering Prices may be changed after the initial offering by the Underwriter. The purchase of the Bonds by the Underwriter is subject to certain conditions and requires that the Underwriter will purchase all of the Bonds, if any are purchased.

RATING

The Bonds have been rated "___" by Moody's Investors Service, Inc. The rating assigned is shown on the Cover. No application for a rating has been made by the City to any other rating service.

The rating reflects only the views of the rating service, and any explanation of the meaning or significance of the rating may only be obtained from the rating service. The City furnished to the rating service certain information and materials, some of which may not have been included in this Official Statement, relating to the Bonds and the City. Generally, rating services base their ratings on such information and materials and on their own investigation, studies and assumptions.

There can be no assurance that a rating when assigned will continue for any given period of time or that it will not be lowered or withdrawn entirely by a rating service if in its judgment circumstances so warrant. Any lowering or withdrawal of a rating may have an adverse effect on the marketability or market value of the Bonds.

The City expects to furnish the rating service with information and materials that may be requested. The City, however, assumes no obligation to furnish requested information and materials, and may issue debt for which a rating is not requested. Failure to furnish requested information and materials, or the issuance of debt for which a rating is not requested, may result in the suspension or withdrawal of a rating on the Bonds.

TRANSCRIPT AND CLOSING CERTIFICATES

A complete transcript of proceedings and a certificate (described under **LITIGATION**) relating to litigation will be delivered by the City when the Bonds are delivered by the City to the Underwriter. The City at that time will also provide to the Underwriter a certificate, signed by the City officials who sign this Official Statement and addressed to the Underwriter, relating to the accuracy and completeness of this Official Statement and to its being a “final official statement” in the judgment of the City for purposes of SEC Rule 15c2-12(b)(3).

CONTINUING DISCLOSURE AGREEMENT

The City has agreed, for the benefit of the holders and Beneficial Owners from time to time of the Bonds, in accordance with SEC Rule 15c2-12 (the “Rule”), to provide or cause to be provided to the Municipal Securities Rulemaking Board such annual financial information and operating data, audited financial statements and notices of the occurrence of certain events in such manner as may be required for purposes of paragraph (b)(5)(i) of the Rule (the “Continuing Disclosure Agreement”). See **Appendix F** for the proposed form of the Continuing Disclosure Agreement. The foregoing information, data and notices can be obtained from Joann Bury, Director of Finance, City of Gahanna, Ohio (telephone (614) 342-4060; telecopy (614) 342-4100; email joann.bury@gahanna.gov).

The performance by the City of the Continuing Disclosure Agreement will be subject to the annual appropriation by the City of any funds that may be necessary to perform it. The Continuing Disclosure Agreement will remain in effect only for such period that the Bonds are outstanding in accordance with their terms and the City remains an obligated person with respect to the Bonds within the meaning of the Rule.

Within the last five years, the City believes that it has complied in all material respects with prior continuing disclosure agreements entered into pursuant to the Rule. The City acknowledges the amendments to the Rule that took effect on February 27, 2019. The Continuing Disclosure Agreement has been prepared to comply with the Rule, as amended.

[VERIFICATION OF MATHEMATICAL COMPUTATIONS

Prior to the delivery of the Bonds, _____, an independent public accounting firm, will deliver a report on the mathematical accuracy of certain computations contained in schedules provided to them by the Underwriter. These computations will relate to the adequacy of the money and maturing principal amounts of the direct obligations of or obligations guaranteed as to payment by the United States held in the Escrow Fund for the payment of (i) interest on the Refunded Bonds when due on June 1, 2024 and _____, 2024,

and (ii) the principal of the Refunded Bonds being called for prior optional redemption on _____, 2024 (at a redemption price of 100% of the principal amount optionally redeemed), all in accordance with the terms of the Escrow Agreement.]

MUNICIPAL ADVISOR

The City has retained Baker Tilly Municipal Advisors, LLC (the “Municipal Advisor” or “BTMA”) as municipal advisor in connection with certain aspects of the issuance of the Bonds. BTMA is a municipal advisor registered with the Securities and Exchange Commission and the Municipal Securities Rulemaking Board and a controlled subsidiary of Baker Tilly US, LLP, a Chicago, Illinois headquartered accounting firm (“BTUS”). BTMA has been retained by the City to provide certain municipal advisory services to City and, in that capacity, has assisted the City in reviewing this Official Statement. The information contained in the Official Statement has been compiled the sources stated or, if not otherwise sourced, from records and other materials provided by the City. The Municipal Advisor makes no representation, warranty or guarantee regarding the accuracy or completeness of the information in this Official Statement, and its assistance in preparing this Official Statement should not be construed as a representation that it has independently verified such information.

The Municipal Advisor’s duties, responsibilities and fees arise solely as Municipal Advisor to the City, and it has no secondary obligations or other responsibility. The Municipal Advisor’s fees are expected to be paid from proceeds of the Bonds. BTMA is providing certain specific municipal advisory services to the City but is neither a placement agent to the City nor a broker/dealer.

Other Financial Industry Activities and Affiliations

Baker Tilly Wealth Management, LLC (“BTWM”), a U.S. Securities and Exchange Commission (“SEC”) registered investment adviser under the Federal Investment Advisers Act of 1940. Baker Tilly Capital, LLC (“BTC”), a wholly owned subsidiary of BTUS, is a limited purpose broker/dealer registered with the SEC and a member of the Financial Industry Regulatory Authority (“FINRA”). Baker Tilly Financial, LLC (“BTF”), is a wholly owned subsidiary of BTUS, registered with the SEC as an investment advisor.

BTUS, BTWM and subsidiaries of BTUS may provide advisory services to the clients of BTMA. BTMA has no other activities or arrangements that are material to its advisory business or its clients with a related person who is a broker-dealer, investment company, other investment adviser or financial planner, bank, law firm or other financial entity.

BOND REGISTRAR [AND ESCROW TRUSTEE]

The Huntington National Bank will act as bond registrar, paying agent, transfer agent and authenticating agent for the Bonds (the “Bond Registrar”) [and as escrow trustee for the Refunded Bonds (the “Escrow Trustee”)]. The Bond Registrar will keep all books and records necessary for registration, exchange and transfer of the Bonds, in accordance with the terms of agreements between it and the City. The Bond Registrar is a national banking association. It has designated its Columbus, Ohio corporate trust office in connection with the Bonds.

THE CITY

General Information

The City is located in Franklin County in central Ohio, approximately eight miles east of the downtown area of the City of Columbus, Ohio. The City was founded along the Big Walnut Creek in 1849 and incorporated in 1881.

In the 2020 Census classifications, the City is placed in the Columbus Ohio Metropolitan Statistical Area (“MSA”), comprised of the ten counties of Delaware, Fairfield, Franklin, Hocking, Licking, Madison, Morrow, Perry, Pickaway and Union.

The City’s 2020 Census population of 35,442* placed it as the 44th largest city in the State. See **THE CITY – Economic and Demographic Information – Population**.

The City’s area is approximately 12.6 square miles, broken down by land use as follows.

| Type of Real Property | Percent of Assessed Valuation of Real Property |
|-----------------------|--|
| Residential | 83.11% |
| Commercial/Industrial | 16.87 |
| Public Utility | 0.01 |
| Agricultural | 0.01 |
| Undeveloped | (a) |

(a) Included in above categories.

Source: County Auditor.

The City is served by diversified transportation facilities, including I-270, I-670, I-71, I-70 and U.S. 62. It is located directly adjacent to John Glenn Columbus International Airport and is just minutes from Rickenbacker International Airport, which has a Foreign Trade Zone designation. Between the two airports, businesses have access to over 40 different airfreight carriers. The City also has access to rail service provided by Conrail and CSX.

Banking and financial services are provided to the City area by offices of 12 commercial banks and savings banks, 11 of which have their principal offices elsewhere, and one of which has its principal office in the City.

One regional newspaper that provides daily and weekly editions serves the City. The City is within the broadcast area of five (5) television stations and [REDACTED] AM and FM radio stations. Multichannel cable TV service, including educational, governmental and public access channels, is available to all City residents.

* Source: U.S. Census Bureau Selected Source Characteristics in the United States 2016-2020.

The educational systems and institutions discussed below operate independently of the City government. The City is not involved in the operation or financial matters of any educational system or institution.

The Gahanna-Jefferson City School District (the “School District”) is the principal school system in the City, which includes the City and parts of Jefferson and Mifflin townships. It serves approximately 8,100 pupils in its seven elementary schools, three middle schools and one senior high school. The School District is an independent political subdivision of the State of Ohio and operates subject to provisions of the Ohio Constitution and various sections of the Revised Code. The School District is not part of, nor under control of, the City. The City is also served by the Eastland-Fairfield Career & Technical Joint Vocational School District.

There are also three private schools located in the City. In addition, several public and private two-year and four-year colleges and universities are located within a short commuting distance. These colleges and universities provide a wide range of educational opportunities and include: The Ohio State University, Capital University, Franklin University, Ohio Dominican University, Otterbein College, Columbus State Community College and the DeVry Institute of Technology.

The City owns over 800 acres of park land. The acreage is made up of developed parks designed for active recreational use including two aquatic facilities, a senior center, a dog park, three athletic complexes, a nine-hole golf course, as well as over 20 miles of multi-purpose trails and over 200 acres of preservation and conservation properties. The Gahanna Parks and Recreation Department (GPRD) is charged with the stewardship and programming of these resources. In addition, the GPRD offers dozens of recreational programs for all ages throughout the year and hosts many community events that have become traditional celebrations for thousands of residents each year.

The City is served by several health care facilities within the City of Columbus, including The Ohio State University Hospitals, Riverside Methodist Hospital, Grant Medical Center, Nationwide Children’s Hospital and the Mount Carmel Hospitals. Outpatient care is widely available at various clinics located throughout the City.

City Government

The City is a home rule municipal corporation established under the laws of the State of Ohio and operates under and is governed by its Charter, adopted by the voters in 1961 and which has been and may be amended by the voters from time to time. The Charter provides for a Mayor-Council form of government. The City is also subject to some general laws applicable to all cities. Under the Ohio Constitution, the City may exercise all powers of local self-government, and police powers to the extent not in conflict with applicable general laws.

Legislative authority is vested in a seven-member Council, of whom four are elected from wards and three are elected at-large, for staggered four-year terms. The presiding officer is the President of Council, who is elected by the Council for a one-year term. The Council fixes compensation of City officials and employees, and enacts ordinances and resolutions relating to

the City services, tax levies, appropriating and borrowing money, licensing and regulating businesses and trades, and other municipal purposes.

The City’s chief executive and administrative officer is the Mayor, who is elected by the voters specifically to that office for a four-year term. The other elected official (City Attorney) is also elected to a four-year term.

The Mayor appoints the directors of the other City departments. The Charter establishes certain administrative departments; the Mayor may establish divisions of those departments and may establish additional departments. The Mayor also appoints members to a number of boards and commissions, and appoints and removes, in accordance with civil service requirements, all appointed officers and employees, except Council officers and employees. Council appoints the Clerk of Council and employs, at its discretion, other Council Office employees. The Council also appoints members to a number of boards and commissions.

All elected officials serve part-time, except the Mayor. The current elected officials, and some of the major appointed officials, are:

ELECTED

| Office | Name | Years in Office | Years Service with the City | Vocation in Private Life |
|---------------------|-------------------------------|------------------------|------------------------------------|--|
| Mayor | Laurie Jadwin | 4 | 4 | N/A |
| City Attorney | Priya Tamilarasan | <1 | <1 | N/A |
| Members of Council: | | | | |
| | Merisa Bowers ^(a) | 4 | 4 | Attorney |
| | Jamille Jones | <1 | <1 | Director of Diversity & Inclusion |
| | Nancy McGregor | 16 | 16 | Substitute Teacher |
| | Kaylee Padova | 2 | 2 | Homemaker |
| | Stephen Renner | 12 | 12 | Director, Franklin County Department of Sanitary Engineering |
| | Michael Schnetzer | 10 | 10 | Municipal Analyst |
| | Trenton Weaver ^(b) | 2 | 2 | Attorney |

(a) President of Council.

(b) Vice President of Council.

APPOINTED

| Office | Name | Years in Position | Years Service with the City |
|--|---------------------------|-------------------|-----------------------------|
| Director of Finance | Joann Bury | 7 | 11 |
| Director of Public Service | Shawn Anverse | 1 | 1 |
| Director of Public Safety | Tim Becker | 1 | 1 |
| Director of Engineering | Tom Komlanc | 1 | 11 |
| Chief of Police | Jeffrey Spence | 5 | 31 |
| Deputy Chief of Police | Jeff Lawless | 5 | 5 |
| Public Information Officer | Dan Pearlman | 1 | 1 |
| Senior Director of Administrative Services | Miranda Vollmer | 2 | 5 |
| Senior Director of Operations | Kevin Schultz | 1 | 3 |
| Senior Deputy Director of Operations | Corey Wybensing | 1 | 2 |
| Director of Planning | Michael Blackford | 2 | 9 |
| Director of Development | Shannon Hamons | <1 | <1 |
| Director of Parks and Recreation | Stephania Bernard-Ferrell | 3 | 6 |
| Director of Court Services | Amanda Parker | 12 | 12 |
| Human Resources Manager | Ben Nolan | <1 | <1 |
| Information Technology Manager | René Carter | <1 | <1 |
| Clerk of Council | Jeremy VanMeter | 1 | 1 |

The present terms of all elected officials expire on December 31, 2027, except the terms of Ms. Padova, Mr. Renner, Mr. Schnetzer and Mr. Weaver, which expire on December 31, 2025. The Clerk of Council serves at the pleasure of Council. All other appointed officials serve at the pleasure of the Mayor.

Employees

The City has 212 full-time positions authorized by the Council, of which 190 are currently filled. The City also has approximately 20 permanent, seasonal and interim part-time employees. The number of full-time employees has increased by 43 since December 31, [2015]. A statewide public employee collective bargaining law applies generally to public employee relations and collective bargaining.

Full-time employees are represented by the following bargaining units:

| Bargaining Unit | Agreement Duration | Number of Employees |
|--|---------------------------|----------------------------|
| Fraternal Order of Police (Officers) | 01/01/2022 – 12/31/2024 | 56 |
| Fraternal Order of Police/Ohio Labor Council (Communication Technicians) | 01/01/2022 – 12/31/2024 | 9 |
| United Steelworkers of America (service and other City employees) | 01/01/2023 – 12/31/2026 | 43 |

The remaining full-time City employees have not elected to join a bargaining unit.

The Council by ordinance establishes salaries, wages and other economic benefits for City employees, the terms of which generally are the products of negotiations with representatives of the employees or bargaining unit. [Increases in economic benefits have been provided on an annual basis.]

In the City’s judgment, its employee relations have been and are good.

Retirement Expenses

Present and retired employees of the City are covered under two statewide public employee retirement (including disability retirement) systems. The Ohio Police and Fire Pension Fund (“OP&F”) covers uniformed members of the police and fire departments. All other eligible City employees are covered by the Ohio Public Employees Retirement System (“OPERS”).

OPERS and OP&F are two of five statewide public employee retirement systems created by and operating pursuant to Ohio law, all of which currently have unfunded actuarial accrued liabilities. The General Assembly has the power to amend the format of those systems and to revise rates and methods of contributions to be made by public employers and their employees and eligibility criteria, benefits or benefit levels for employee members. In 2012, the General Assembly passed five separate pension reform measures intended to assist each of the five retirement systems in addressing its unfunded actuarial accrued liabilities. The reform legislation passed with respect to OPERS and OP&F provided for (i) no change in the City contribution rates with respect to its employees’ earnable salaries, (ii) no change in OPERS employee contribution rate, and (iii) an increase in the OP&F employee contribution rate from 10% to 12.25% in annual increments of 0.75% that began on July 2, 2013. With certain transition provisions applicable to certain current employees, the reform legislation has, among other changes, increased minimum age and service requirements for retirement and disability benefits, revised the calculation of an employee’s final average salary on which pension benefits are based to include the five highest years (rather than the three highest years), provided for OPERS pension benefits to be calculated on a lower, fixed formula, changed provisions with respect to future cost-of-living adjustments to limit those adjustments to the lesser of any increase in the Consumer Price Index or three percent. The OP&F reform legislation also

authorizes the OP&F board to further adjust member contribution rates or further adjust age and service requirements after November 1, 2017, if, after an actuarial investigation, the board determines that an adjustment is appropriate.

In 2024, City employees covered by OPERS contributed at a statutory rate of 10.0% of earnable salary. The City's statutory contribution rate for those employees is 14.0% of the same base. In 2024, City employees covered by OP&F contributed at a statutory rate of 12.25% of earnable salary. The City's statutory contribution rate, applied to the same base, is 19.5% for police personnel. The contribution rate for fire personnel is 24.0%, however, the City does not provide fire services. Fire services are provided to the City by Mifflin Township. These employee and employer contribution rates have been and are now the maximums permitted under current State law.

For further information on these pension plans and for Fiscal Year 2022 reporting with respect to employer pensions, see the Notes to the Fiscal Year 2022 Financial Statements included in **Appendix C**. Financial and other information for OPERS and OP&F can also be found on the respective website for each retirement system including its Annual Comprehensive Financial Report.

The City's current employer contributions to OPERS and OP&F, and the payments toward the accrued OP&F liability, have been treated as current expenses and included in the City's operating expenditures, except to the extent paid from the proceeds of the "Police and Fire Pension" levy referred to under **AD VALOREM PROPERTY TAXES – Tax Rates**.

Federal law requires City employees hired after March 31, 1986 to participate in the federal Medicare program, which requires matching employer and employee contributions, each being 1.45% of the wage base. Otherwise, City employees who are covered by a State retirement system are not currently covered under the federal Social Security Act. OPERS and OP&F are not subject to the funding and vesting requirements of the federal Employee Retirement Income Security Act of 1974.

City Facilities; Insurance

The City provides a number of services to its residents including police protection, a parks and recreation system, street maintenance, and trash collection and recycling (which is currently being provided by a private contractor). Water and sewer services are contracted through the City of Columbus, and fire and emergency medical services are provided by the Mifflin Township Division of Fire.

The City's parks and recreation system consist of 52 parks and green spaces, totaling over 800 acres. Major park facilities include a State Nature Preserve (one of 54 in Ohio), a dog park, athletic fields and a Level 1 certified arboretum. The City also owns and maintains two aquatic facilities, a Senior Center and a nine-hole golf course with a clubhouse and pro shop.

The Bonds are being issued[,in part][along with an additional series of bonds to be issued in 2024] for the purpose of financing the acquisition, construction of a new municipal building which will house City Hall, the City's police headquarters and the City's senior center. The

project includes the acquisition and renovation of an existing 100,000 square foot Class A office building and the construction of a 31,000 square foot addition.

The City self-insures up to \$100,000 on property and \$175,000 on liability, and reinsurance steps in beyond those amounts. Comprehensive insurance coverage is maintained on real property and building contents in a blanket amount of \$28,644,031 with a \$1,000 deductible, for Inland Marine in the amount of \$3,536,394 with a \$500 deductible, and for Electronic Data Processing Equipment in the amount of \$396,413 – Hardware; \$75,000 – Software; \$25,000 – Extra Expense with a \$500 deductible. The City maintains coverage on their vehicles for liability and bodily injury, which includes actual cash value on the vehicles, in the maximum amount of \$1,000,000 with a no deductible clause. The City also maintains general liability coverage of \$1,000,000 with no aggregate and a \$-0- deductible clause, Public Official coverage of \$1,000,000 with an aggregate of \$1,000,000 and a \$15,000 deductible, and Police Professional coverage with a limit of \$1,000,000 with no aggregate and a \$10,000 deductible. The City has a \$15,000,000 coverage over the Police Professional, auto liability, public officials, and General Liability. The City maintains cybersecurity coverage of \$2,000,000 with an aggregate of \$2,000,000 and a \$25,000 retention with a Social Engineering Fraud coverage of \$250,000 with a \$25,000 retention.

See also **CITY DEBT AND OTHER LONG-TERM OBLIGATIONS – Future Financings.**

Special Considerations Regarding Cyber Risks

The City, like other public and private entities, relies on computer and other digital networks and systems to conduct its operations. As a recipient and provider of personal, private or other electronic information, the City has been and may be the subject of cyber-attacks and threats including, but not limited to, hacking, viruses, malware, ransomware and other attacks on computer and other digital networks and systems. Entities or individuals have in the past and may in the future attempt to gain unauthorized remote access to the City's systems for the purposes of misappropriating assets or information or causing operational disruption or damage, or demanding ransom for restored access to files or information. The City has never had a major cyber breach that resulted in a financial loss; the City's insurance policies provided the necessary coverage for recent cyber breaches and the City implemented stronger security measures in response to such cyber-attacks. No assurance can be given that the City's current efforts to manage cyber threats and security will, in all cases, be successful. The City cannot predict what future cyber security events may occur and what impact said events could have on its operations or finances.

The City relies on other entities and service providers in the course of operating the City, including the County with respect to the levy and collection of ad valorem property taxes, as well as other trustees, fiscal agents and dissemination agents. No assurance can be given that future cyber threats and attacks against other third-party entities or service providers will not impact the City and the owners of the Bonds, including the possibility of impacting the timely payments of debt service on the Bonds or timely filings pursuant to the Continuing Disclosure Agreement.

Economic and Demographic Information

Population

Recent Census population has been:

| Year | City | County | MSA |
|---------------------|--------|-----------|-----------|
| 1970 | 12,400 | 833,249 | 1,149,372 |
| 1980 | 18,001 | 869,126 | 1,243,827 |
| 1990 | 27,791 | 961,437 | 1,377,419 |
| 2000 | 32,636 | 1,068,978 | 1,540,157 |
| 2010 | 33,248 | 1,163,414 | 1,836,536 |
| 2020 ^(a) | 35,442 | 1,304,715 | 2,101,543 |

(a) Source: U.S. Census Bureau Selected Source Characteristics in the United States 2016-2020.

2020 Census figures show the following breakdown by age groups of the population of the City:

| Under 5 | 5-19 | 20-34 | 35-44 | 45-54 | 55-64 | 65+ | Total |
|---------|-------|-------|-------|-------|-------|-------|--------|
| 1,877 | 7,296 | 6,160 | 4,988 | 4,822 | 4,723 | 5,576 | 35,442 |

Source: U.S. Census Bureau Selected Source Characteristics in the United States 2016-2020.

Educational attainment for the City's and the County's population (25 years or older) is set forth in the following table.

| | City | County |
|-------------------------------------|---------------|-----------------|
| Less than 9th Grade | 328 (1.3%) | 26,891 (3.1%) |
| 9th to 12th Grade (no diploma) | 606 (2.4%) | 48,140 (5.5%) |
| High School graduate (includes GED) | 5,039 (20.2%) | 210,885 (24.0%) |
| Some college, no degree | 4,395 (17.6%) | 168,227 (19.1%) |
| Associate degree | 1,873 (7.5%) | 62,511 (7.1%) |
| Bachelor degree | 7,908 (31.7%) | 224,277 (25.5%) |
| Graduate or professional degree | 4,807 (19.3%) | 137,710 (15.7%) |

Source: U.S. Census Bureau Selected Source Characteristics in the United States 2017-2021.

Employment and Income

The following table shows comparative average monthly employment and unemployment statistics for the indicated periods.

| Year ^(a) | Employed in | | | Unemployment Rate | | | | |
|---------------------|-------------|---------|-----------|-------------------|--------|------|-------|------|
| | City | County | MSA | City | County | MSA | State | U.S. |
| 2018 | 19,600 | 666,800 | 1,049,700 | 3.5% | 3.8% | 3.9% | 4.5% | 3.9% |
| 2019 | 19,800 | 678,400 | 1,070,700 | 3.2 | 3.6 | 3.6 | 4.2 | 3.7 |
| 2020 | 18,900 | 648,600 | 1,026,300 | 6.5 | 7.6 | 7.1 | 8.2 | 8.1 |
| 2021 | 19,600 | 671,900 | 1,063,100 | 4.2 | 5.0 | 4.7 | 5.1 | 5.3 |
| 2022 | 20,000 | 686,100 | 1,085,000 | 2.8 | 3.4 | 3.4 | 4.0 | 3.6 |
| 2023 | | | | | | | | |
| Jan. | 19,900 | 682,300 | 1,078,200 | 2.7 | 3.4 | 3.5 | 4.1 | 3.9 |
| Feb. | 20,000 | 687,200 | 1,086,600 | 2.7 | 3.4 | 3.4 | 4.2 | 3.9 |
| Mar. | 20,100 | 689,000 | 1,088,300 | 2.7 | 3.4 | 3.4 | 4.0 | 3.6 |
| Apr. | 20,300 | 697,700 | 1,102,600 | 2.1 | 2.8 | 2.8 | 3.2 | 3.1 |
| May | 20,500 | 703,200 | 1,112,200 | 2.5 | 3.1 | 3.0 | 3.4 | 3.4 |
| Jun. | 20,200 | 694,300 | 1,098,500 | 2.9 | 3.3 | 3.3 | 3.8 | 3.8 |
| Jul. | 20,200 | 694,300 | 1,098,200 | 2.6 | 3.2 | 3.1 | 3.4 | 3.8 |
| Aug. | 20,300 | 698,100 | 1,104,000 | 2.9 | 3.4 | 3.4 | 3.7 | 3.9 |
| Sept. | 20,000 | 685,900 | 1,085,500 | 2.7 | 3.2 | 3.1 | 3.5 | 3.6 |
| Oct. | 19,900 | 685,300 | 1,083,800 | 2.9 | 3.3 | 3.3 | 3.5 | 3.6 |
| Nov. ^(b) | 20,200 | 693,700 | 1,097,500 | 2.4 | 2.8 | 2.8 | 3.0 | 3.5 |
| Dec. | 20,000 | 688,700 | 1,088,800 | 2.3 | 2.7 | 2.7 | 3.1 | 3.5 |

(a) Not seasonally adjusted.

(b) Preliminary.

Source: Ohio Department of Job and Family Services.

A large percentage of City residents work outside of the City. The following table lists the manufacturing and nonmanufacturing employers (private and public) having the largest work forces within the City (as of December 2023).

| Employer | Nature of Activity or Business | Approximate Number of Employees |
|------------------------------------|---------------------------------------|--|
| Gahanna-Jefferson Schools | School District | 1,100 |
| The Romanoff Group | Electric & HVAC | 300 |
| AEP Ohio | Electric Utility | 253 |
| Columbus Academy | Private School | 246 |
| ADB Safegate Americas LLC | Aerospace Design & Manufacturing | 220 |
| City of Gahanna | Local Government | 212 |
| KEMBA Financial Credit Union, Inc. | Finance/Banking | 200 |
| J.E. Grote Company, Inc. | Industrial Food Equipment | 122 |
| The H.T. Hackney Co. | Wholesale Distributor | 121 |
| Donatos Pizzeria LLC | Food Service | 110 |

Source: City of Gahanna.

The median family and household incomes, as reported by the Census Bureau in its “2017-2021 American Community Survey 5-Year Estimates,” are set forth in the following table.

| | Median Income | |
|---------------|----------------------|------------------|
| | Family | Household |
| City | \$111,821 | \$95,547 |
| County | 83,894 | 65,999 |
| State | 79,470 | 61,938 |
| United States | 85,028 | 69,021 |

According to the Ohio Department of Taxation, the average federal adjusted gross income for residents within the Gahanna-Jefferson City School District (which overlaps the City) filing Ohio personal income tax returns for calendar year 2021 was \$111,085, compared to the averages of \$116,071 for all Ohio school districts (for all tax returns filed, the 2021 State average for tax returns that indicated school districts was \$77,776) and \$87,345 for all school districts in the County.

The income per household in the City and County is estimated to be distributed as set forth in the following table.

| Income and Benefits^(a) | City | | County | |
|--|-------------|---------|---------------|---------|
| | | | | |
| Less than \$10,000 | 497 | (3.5%) | 29,226 | (5.4%) |
| \$10,000 to \$14,999 | 216 | (1.5%) | 18,970 | (3.5%) |
| \$15,000 to \$24,999 | 720 | (5.0%) | 40,554 | (7.6%) |
| \$25,000 to \$34,999 | 583 | (4.1%) | 46,078 | (8.6%) |
| \$35,000 to \$49,999 | 1,390 | (9.7%) | 66,258 | (12.3%) |
| \$50,000 to \$74,999 | 2,269 | (15.9%) | 99,201 | (18.5%) |
| \$75,000 to \$99,999 | 1,832 | (12.8%) | 70,449 | (13.1%) |
| \$100,000 to \$149,999 | 3,433 | (24.0%) | 88,174 | (16.4%) |
| \$150,000 to \$199,999 | 1,422 | (9.9%) | 37,857 | (7.0%) |
| \$200,000 or more | 1,942 | (13.6%) | 40,342 | (7.5%) |

(a) In 2021 inflation-adjusted dollars.

Source: U.S. Census Bureau Selected Source Characteristics in the United States 2017-2021.

The U.S. Census Bureau also estimates that 5.2% of people in the City and 14.7% of people in the County have incomes that fall below the poverty level.

Housing and Building Permits

The following is U.S. Census Bureau information concerning housing in the City, with comparative County and State statistics.

| | Median Value of Owner-Occupied Homes | % Constructed Prior to 1940 | Number of Housing Units | | % Change |
|--------|---|--|------------------------------------|-------------|---------------------|
| | | | 2020 | 2021 | |
| City | \$249,700 | 1.6% | 14,083 | 14,612 | +3.76% |
| County | 203,200 | 10.7 | 559,478 | 576,698 | +3.08 |
| State | 159,900 | 19.5 | 5,217,090 | 5,232,733 | +0.30 |

Source: U.S. Census Bureau Selected Source Characteristics in the United States 2017-2021.

Columbus Board of Realtor figures for average sale prices of residential property in the County and the City are shown in the following table.

| Year | County | City |
|-------------|---------------|-------------|
| 2018 | \$222,442 | \$256,367 |
| 2019 | 235,490 | 260,027 |
| 2020 | 258,137 | 278,439 |
| 2021 | 292,579 | 318,249 |
| 2022 | 326,058 | 372,946 |

The number and value of all building permits (including commercial, industrial, residential and public, and both remodeling and new construction) issued by the City are shown in the following table.

| Year | Number | Value |
|-------------|---------------|--------------|
| 2019 | 1,516 | \$74,000,000 |
| 2020 | 1,619 | 117,000,000 |
| 2021 | 1,751 | 90,000,000 |
| 2022 | 1,795 | 324,000,000 |
| 2023 | 2,079 | 343,000,000 |

Utilities; Public Safety and Services

Water service within the City is provided by a contract with the City of Columbus and is distributed by the City to consumers. Sewage collection and disposal is provided by the City and treatment is provided under a contract with the City of Columbus. Electricity is obtained from Ohio Power Company, and natural gas is supplied by Columbia Gas of Ohio, Inc. Fire protection is provided by Mifflin Township. Solid waste collection is provided by Local Waste Services, and solid waste from the City is sent to the Franklin County Sanitary Landfill, while recycling is diverted to the regional Rumpke materials recovery facility.

Economic Development

The City has experienced significant economic growth over the last four years, realizing more than \$600 million in new capital investment with more than 2,400 new and retained jobs added to the local economy. This is largely due to the City’s proactive development strategy that combines successful public-private partnerships with a robust complement of development incentives. Growth areas have focused on four key sectors of development: (1) medical, (2) industrial, (3) food and beverage and (4) residential. The City’s proximity to the new Intel development (approximately 10 minutes) is also spurring new residential development within the City, as well as contributing to the expansion and growth of existing businesses that are experiencing increases in demand for their products and services.

One of the most significant development areas in the City over the last five years has been The Crescent at Central Park, a 100+ acre mixed-use development project that includes

commercial, retail, green space and residential components. A catalyst for transformative economic growth in the City, the Crescent has evolved into a premier location for top medical providers in central Ohio, attracting some of the region's largest medical practices. Nearly two dozen medical practices have established medical offices and surgical centers at the Crescent since 2019, with additional medical office buildings currently in planning review. Additional office buildings and retail spaces are in negotiations, and residential spaces will begin construction in 2024. The development includes 34 acres of parkland that were donated to the City, to be named Buckles Park; the full plans for that parkland space is still being developed. Projects that have been completed or are currently underway at the Crescent include the following:

- Central Ohio Urology Group: The Central Ohio Urology Group (COUG) opened its Robotic Surgery Institute (one of the first such ambulatory surgery centers in the world) at the Crescent in 2021. Representing a capital investment of \$8.5 million, the 38,618 square foot medical office center is a state-of-the-art, urology-specific ambulatory surgery center that also includes an outpatient clinic and traditional surgery center with more than 140 employees.
- Walnut Creek Wellness Center: The Walnut Creek Wellness Center is a 32,700 square foot Class A medical office building at the Crescent that opened in 2019. Home to eight of the area's leading practices in primary care, dermatology, plastic surgery, OB/GYN and lab services, the building represents an \$8.1 million investment in the City, adding [REDACTED] jobs to the local economy.
- Walnut Creek Surgical Suites: Opened in 2022, this 7,200 square foot Class A building was the third medical building to join the Crescent. Containing both surgical and medical office spaces that house six medical practices, the building was constructed with an investment of \$7.5 million and added 22 jobs to the City.
- Noon Project: The fourth medical office building to be added at the Crescent opened in late 2023 and was constructed by Noon Development with an investment of \$24 million. The 47,000+ square foot building is owned by five medical practices: Vive Vascular, Foot and Ankle Specialists of Ohio, Ohio Ophthalmology, Optum (national general health provider), and Trillium Surgery (vascular surgery center). Combined, the practices have added 80 new jobs to the City, generating an estimated starting annual payroll of \$8 million.
- Orthopedic One. In addition to the above, two additional medical office buildings are currently under construction at the Crescent, one of which will generate the largest private sector payroll for the City once completed. Orthopedic ONE, Ohio's largest physician-owned orthopedic practice, chose the City and the Crescent at Central Park as the location for its new 60,000 square foot medical building. Once completed in October 2024, the practice will add 215 jobs to the local economy, representing a starting annual payroll of \$28 million that is expected to increase to \$43 million over the next 15 years.

- Ohi Gastro, Central Ohio Endoscopy and Capital Private Psychological Services: Also expected to be completed in late 2024 at the Crescent is a 25,000 square foot medical building that will house three established Central Ohio medical practices: Ohio Gastroenterology, Central Ohio Endoscopy, and Capital Private Psychological Services. The building represents a projected \$12.9 million in new capital investment that will bring 160 new jobs with \$11.2 million in starting annual payroll once completed in early 2025.
- Speculative Medical Facility. Additionally, a 12,000 square foot spec medical building was recently approved by the City's Planning Commission for construction at the Crescent, with a plastic surgery practice already secured as a tenant. The developer anticipates the building will be fully committed within the next several months, with preliminary construction work to begin late 2024.

Growth in the medical sector is not limited to The Crescent at Central Park, as Columbus Aesthetics and Plastic Surgery, a premier medical provider in central Ohio, chose the City as the location for its second facility. The practice is investing \$8.3 million in the purchase and renovation of a 23,000 square foot building in the City that was previously occupied by a salon and spa. Expected to open in 2024, the practice initially will add 20 new jobs to the City, but is expected to grow to 65 employees over the next five years, representing an annual payroll of \$9.8 million.

Beyond the substantial growth in the medical sector, the City is also experiencing a marked increase in economic development activity within the industrial and food and beverage sectors.

ADB Safegate Americans LLC, a leader in the aerospace industry that provides integrated solutions to support airport development and optimize operational procedures for airports, had its North American headquarters in the City for over 50 years. Faced with challenges around limited space and the need to accommodate future growth, the company acquired new property in the City for the construction of a 175,000 square foot facility that now houses corporate offices, manufacturing and warehouse operations. Known as the company's Center of Innovation, the facility also functions as the North American training facility and customer showcase for the Belgium-based company. The new building represents an investment of \$21.5 million, created 24 new jobs and enabled the City to retain 202 quality engineering and production jobs. As part of this project, the City partnered with ADB and the State in the construction of an extension of Tech Center Drive, which not only supports and enables access into ADB's new warehouse space, but also better positions the area for future development opportunities.

In 20 , Benchmark Industrial, a distributor of industrial, shipping and safety equipment, expanded its Ohio facility [with a \$ investment], located within the City, to double its office space and add warehouse space, providing for 40 new jobs with an annual payroll of \$2.5 million and retaining existing payroll of \$3.4 million.

Crocodile Cloth (Nuvik USA) expanded its facility within the City [in 20] to create 43 new jobs, with investment of \$1.2 million. The City is currently working with Nuvik leaders on identifying a new, larger location to accommodate the company's projected growth.

The Romanoff Group, located in the City since 1992, reestablished its corporate headquarters in the City in 2023 by expanding into a new facility in order to meet the growing demand in the specialized electrical and heating and cooling industry. Romanoff's purchase and renovation of an existing building in the City's industrial zone represented an overall investment of \$6.85 million and will accommodate the expansion of the company's headquarter workforce with an initial 17 new jobs (retaining 403 jobs overall), adding an estimated \$2.2 million to its annual payroll.

In 2023, Ultimate Solutions, a global life sciences company that supplies Amgen, opened its only U.S. facility in the City, which created 30 new full-time jobs and was the result of an investment of \$300,000 by the company.

Fiscal Year 2023 also saw the opening of a newly constructed 144,000 square foot industrial warehouse in the heart of the City's industrial zone, representing an investment of \$17.5 million in the City. Before the warehouse was completed, it was committed to Grimco, one of the largest wholesale sign supply and print equipment distributors in the country. Upon the completion of the warehouse in fall 2023, Grimco added 55 new jobs to the City, contributing an estimated \$3.6 million in annual payroll.

In 2024, the City anticipates the completion of a new 291,000 square foot industrial warehouse, currently under private development construction. The project represents an investment of \$26 million in the City. Multiple potential tenants are currently in negotiations for space within the warehouse, and the City is currently collaborating with the developer and state partners at Jobs Ohio in securing tenants with positive job impact to the space. It is anticipated that the building will be fully committed before construction is finalized later in 2024.

Simple Times Mixers, a manufacturer and distributor of all-nature cocktail mixes, opened its first production space in the City in 2019, a 7,500 square foot building that includes its corporate offices, manufacturing operations, retail shop and tasting room. Less than five years later, in 2023, the company has doubled in size and has expanded into 15,500 square foot of space that now accommodates increased office and warehouse storage areas, allowing the company to increase its workforce by [redacted].

[Donatos, with its headquarters located in the City, _____.]

A division of German company Rosen Group, Rosen USA established its regional headquarters in the City in 2014. In 2023, the company, which performs maintenance and prepares tools that integrate into oil and gas pipelines, celebrated the groundbreaking of a new 45,500 square foot facility that will triple the company's existing footprint in the City. The new facility, which represents an investment of \$7.045 million, will enable the company to increase its current capacity and support overall growth. The project retains 60 current employees in the City and will add 50 new jobs over the next eight years, generating an additional \$4.2 million in annual payroll.

In order to meet the growing demands for housing resulting from the City's economic expansion as well as the overall growth in the Columbus Region, the City has engaged in a strategy of pursuing housing projects that contribute positively to the diversity of affordable housing options available for residents and workers. Since 2021, two new apartment complexes have been constructed, representing a total addition of 152 units to the City. A newly constructed 55+ senior living community also opened in the City in 2021, adding 93 modern housing units at an investment of \$21 million.

In 2024, Casto will begin construction of a 294-unit multi-family residential facility located in the Crescent development, to meet the demands of the increasing medical workforce in the area. The development will include an affordable housing component (80% of AGI). The residential development is projected to represent an investment of \$10 million [need to confirm amount] to the City. A second multi-family residential project is also slated to begin construction in 2024, and will add 291 apartments to the City's housing inventory.

While the private sector has led the significant increase in economic growth in the City, the City is seeing extensive capital investment from the public sector as well. In early 2023, the City, together with the Columbus Metropolitan Library system, celebrated the grand opening of the new Gahanna branch. The newly constructed facility, which was under construction for almost two years and nearly doubled the size of the previous library to add community rooms and opportunities to gather, represented a \$22 million investment by the CML system. Less than two miles from the new library, the Gahanna-Jefferson City School District is undergoing construction of a new high school that will accommodate future growth in the City. Construction of the new 515,000 square foot school, together with expansion and improvement projects also underway at other schools in the District, represent more than \$250 million of capital investment in the City.

One of the most significant development projects yet to come is the Creekside Redevelopment Strategy, which is focused on revitalizing the City's downtown area. Following the completion of a strategic plan that was informed by both residents and the private development community, the Redevelopment Strategy identified accessible properties most suitable for redevelopment opportunities that are best suited to enhance the area. The City engaged the Gahanna Community Improvement Corporation (CIC) as a partner, and the CIC now owns and controls more than four acres of property within the heart of the City's downtown to drive redevelopment in the area that will be focused on mixed-use components, including multi-family, for sale housing, commercial, retail and entertainment. The City and the CIC are currently in negotiations with several developers for overall master development of the parcels, and it is anticipated that an agreement will be reached with a private developer by mid-2024. It is expected that the project will represent a multi-million dollar investment in the City's downtown and will be a catalyst for further redevelopment and revitalization of the area.

The City works proactively with expanding businesses and businesses new to the City to encourage their growth and expansion in the City. The City uses a mix of incentives and abatements, including Community Reinvestment Area (CRA) programs, Tax Increment Financing (TIF) districts, a robust office and industrial incentive program.

The City has four Community Reinvestment Areas (CRAs) located in the Office, Commerce and Technology (OCT) District and one CRA located in Olde Gahanna. The CRA Program offers real property tax abatement to new or expanding facilities. The term and percentage of tax abatement is based on project investment, the number of jobs created/retained, and annual income tax for the City.

The City has also created multiple TIF Districts as economic development tools that allow the City to repay the cost associated with infrastructure improvements that facilitate economic development initiatives.

The City's Office and Industrial tax incentive provides a credit for new and expanding businesses of up to 50% of their income tax payments. The term and percentage of the incentive is based on total annual salary, project investment, and the number of jobs created/retained for the City.

[CITY TO UPDATE/CONFIRM] The City reviews, updates and adopts a Five-Year Capital Improvement Program ("CIP") annually. The CIP is intended to identify, plan for, and prioritize all major financial investments that support the City's core functions. The CIP is primarily a financial management tool used by the City to ensure public dollars are being leveraged strategically to address critical needs. Capital improvements refer to major, non-recurring physical expenditures such as upgrading or expanding public infrastructure, acquiring land or buildings for public purposes, purchasing equipment, or implementing core technology systems. As a result of the collaborative efforts of the Administration and Council, the City's first 2023-2027 CIP was adopted by the Council on August 21, 2023 and reflects programming for approximately \$196 million in major public improvements.

FINANCIAL MATTERS

Introduction

The City's Fiscal Year corresponds with the calendar year.

The main sources of City revenue have been and are income taxes, charges for services, including utility revenue, property taxes and State distributions, as described below.

The responsibilities for the major financial functions of the City are divided among the Mayor, the Director of Finance (the "Fiscal Officer") and the Council.

Other important financial functions include general financial recommendations and planning by the Mayor; budget preparation by the Mayor with the assistance of the Fiscal Officer; and express approval of appropriations by the Council.

The Fiscal Officer is the City's fiscal and chief accounting officer. In this role, that officer's duties include keeping the books and accurate statements of all money received and expended and of all taxes and assessments; at the end of each Fiscal Year, or more often if requested by the Council, to examine all accounts of City officers and departments; and ensuring that the amount set aside for any appropriation is not overdrawn, or the amount appropriated for

any one item of expense is not drawn upon for any other purpose, or a voucher is only paid if sufficient funds are in the City treasury to the credit of the fund on which the voucher is drawn. The Fiscal Officer is responsible for receiving, maintaining custody of and disbursing all City funds.

The Fiscal Officer has charge of the financial affairs of the City, including the keeping and supervision of all City accounts and the custody and disbursements of all City funds and moneys. The Fiscal Officer is appointed by the Mayor.

For property taxation purposes, assessment of real property is by the County Auditor subject to supervision by the State Tax Commissioner, and assessment of public utility and tangible personal property is by the State Tax Commissioner. Property taxes and assessments are billed and collected by County officials.

Budgeting, Property Tax Levy and Appropriations Procedures

Detailed provisions for budgeting, property tax levies and appropriations are made in the Revised Code, including a requirement that the City levy a property tax in a sufficient amount, with any other money available for the purpose, to pay the debt charges on securities payable from property taxes.

The law requires generally that a subdivision prepare, and then adopt after a public hearing, a tax budget approximately six months before the start of the next fiscal year. The tax budget is then presented for review by the county budget commission, which is comprised of the county auditor, treasurer and prosecuting attorney. A county budget commission may, however, waive the requirement for a tax budget and require an alternative form of more limited information required by the commission to perform its duties. The Franklin County Budget Commission has not waived the requirement and permitted an alternative form of a tax budget from the City and other subdivisions in the County.

The county budget commission then determines and approves levies for debt charges outside and inside the ten-mill limitation. The Revised Code provides that “if any debt charge is omitted from the budget, the commission shall include it therein.”

The county budget commission then certifies to each subdivision its action on the tax budget together with the estimate by the county auditor of the tax rates outside and inside the ten-mill limitation. Thereafter, and before the end of the then Fiscal Year, the taxing authority (the Council in the case of the City) approves the tax levies and certifies them to the county auditor. The approved and certified tax rates are then reflected in the tax bills sent to property owners. Real property taxes are payable in two equal installments, the first usually by February and the second in July.

The Council adopts a permanent appropriation measure in December effective for the following Fiscal Year. Although called “permanent,” the annual appropriation measure may be, and often is, amended during the Fiscal Year. Annual appropriations may not exceed the County Budget Commission’s official estimates of resources, and the County Auditor must certify that the City’s appropriation measures do not appropriate money in excess of the amounts set forth in those estimates.

Financial Reports and Audits

The City maintains its accounts, appropriations and other fiscal records in accordance with the procedures established and prescribed by the Ohio Auditor of State (the “State Auditor”). The State Auditor is charged by law with the responsibility of inspecting and supervising the accounts and records of each taxing subdivision and most public agencies and institutions.

City receipts and expenditures are compiled on a cash-basis, pursuant to accounting procedures prescribed by the State Auditor that are generally applicable to all Ohio political subdivisions. The records of these cash receipts and expenditures are converted annually for reporting purposes to a modified accrual basis of accounting for governmental funds and an accrual basis for proprietary funds. These accounting procedures conform to generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board (GASB). Those principles, among other things, provide for a modified accrual basis of accounting for the general fund, all special revenue funds and the debt service (bond retirement) fund and for a full accrual basis of accounting for all other funds, and for the preparation for each fund of balance sheets, statements of revenues and expenditures and statements showing changes in fund balances.

The City has issued an Annual Comprehensive Financial Report (“ACFR”), including General Purpose and Basic Financial Statements (“Basic Financial Statements”), for each of the Fiscal Years 2013 through 2022. The ACFRs for each of the Fiscal Years 2013 through 2021 were awarded the Government Finance Officers Association’s Certificate of Achievement for Excellence in Financial Reporting, which is awarded to those governmental reporting agencies that comply with the GFOA reporting standards. The City has submitted its 2022 ACFR to GFOA for consideration.

Audits are made by the State Auditor, or CPAs at the direction of that officer, pursuant to Ohio law. No other independent examination or audit of the City’s financial records is made.

The most recent audit (including compliance audit) of the City’s accounts was completed through Fiscal Year 2022. The Basic Financial Statements of the City for Fiscal Year 2022 are set forth as **Appendix C**; they have been audited by Zupka & Associates, independent auditors, as stated in their report appearing in those statements. One finding for recovery was noted as part of the audit. A former employee of the engineering department received overpayment of a severance payment in the amount of \$2,175; that former employee has agreed to repay the amount in full before July 1, 2024. An audit for Fiscal Year 2023 has not yet commenced.

Annual financial reports are prepared by the City and are filed as required by law with the State Auditor after the close of each Fiscal Year.

See **Appendix A** for an unaudited comparative cash-basis summary, prepared by the City, of General Fund receipts and expenditures for the last five Fiscal Years and budgeted for Fiscal Year 2024. All funds receipts and expenditures for the two prior Fiscal Years are set forth in **Appendix B**. See **Appendix C** for the audited Basic Financial Statements for Fiscal Year 2022, including the independent accountant’s report.

The audited financial statements are public records, no consent to their inclusion is required, and no bring-down procedures have been undertaken by Zupka & Associates since their date.

Deposits and Investments

According to the Director of Finance of the City, all moneys of the City, including specifically moneys in the general fund, the bond retirement fund, and all Capital Projects funds containing proceeds of any debt issuances of the City (including the Bonds), are presently or will be invested in accordance with the requirements of Ohio law, and in particular Chapter 135 of the Revised Code (the “Uniform Depository Act”). Under Section 135.14 of the Revised Code, the City may invest its funds provided that such investments must mature or be redeemable within five years from the date of purchase (subject to more restrictive provisions for certain investments as stated herein).

The only classifications of obligations that are eligible for such investment by the City are as follows:

- (a) United States Treasury notes, bills, bonds, or any other obligation or security issued by the United States Treasury or any other obligation guaranteed as to principal and interest by the United States;
- (b) Bonds, notes, debentures, or any other obligations or securities issued by any federal government agency;
- (c) Interim deposits in the eligible institutions applying for interim moneys as provided in Section 135.08 of the Revised Code. The award of interim deposits shall be made in accordance with Section 135.09 of the Revised Code, and the Director of Finance or the governing board shall determine the periods for which such interim deposits are to be made and shall award such interim deposits for such periods, provided that any eligible institution receiving an interim deposit award may, upon notification that the award has been made, decline to accept the interim deposit in which event the award shall be made as though such institution had not applied for such interim deposit;
- (d) Bonds and other obligations of the State or political subdivisions of the State; and
- (e) No-load money market mutual funds consisting exclusively of obligations described in division (a) or (b) above and repurchase agreements secured by such obligations, provided that investments in securities described in this section (e) are made only through eligible institutions mentioned in Section 135.03 of the Revised Code.
- (f) The Ohio subdivisions fund as provided in Section 135.45 of the Revised Code (the State Treasury Asset Reserve commonly referred to as “STAR Ohio”). Any other investment pool operating in Ohio and available exclusively to public fund agencies of Ohio. The instruments of these pools must have the full faith and credit backing of the United States or be fully collateralized or insured.

- (g) Up to 25% of interim moneys available for investment in either of the following:
 - (i) commercial paper notes issued by an entity that is defined in division (d) of Section 1705.01 of the Revised Code and that has assets exceeding \$500,000,000 to which notes all of the following apply:
 - (a) the notes are rated at the time of purchase in the highest classification established by at least two nationally recognized standard rating services;
 - (b) the aggregate value of the notes does not exceed 10% of the aggregate value of the outstanding commercial paper of the issuing corporation; and
 - (c) the notes mature not later than 180 days after purchase.
 - (ii) bankers acceptances of banks that are insured by the Federal Deposit Insurance Corporation and to which both of the following apply:
 - (a) the obligations are eligible for purchase by the Federal Reserve System; and
 - (b) the obligations mature not later than one hundred eighty days after purchase.
- (h) Up to 15% of the City's investment portfolio may be invested in medium term notes issued by corporations that are incorporated under the laws of the United States, operating within the United States, and having assets in excess of \$500 million with the following requirements:
 - (i) Corporate Bonds shall have a maturity date no more than two years from the settlement date.
 - (ii) Hold a rating of at least "Aa" or equivalent by Moody's Investors Service, Inc., S&P Global Ratings, or Fitch Ratings.
 - (iii) No more than 3% of the City's investment portfolio may be invested in a single corporate issuer.

No investment shall be made pursuant to division (g) above unless the Director of Finance or the Council has completed additional training for making the investments authorized by division (g) above. The type and amount of additional training shall be approved by the State Auditor and may be conducted by or provided under the supervision of the State Auditor.

Further, under Section 135.14 of the Revised Code, all investments, except for investments in securities described in divisions (e) and (f) above, shall be made only through a member of the National Association of Securities Dealers, Inc., through a bank, savings bank, or

savings and loan association regulated by the superintendent of financial institutions or through an institution regulated by the comptroller of the currency, Federal Deposit Insurance Corporation, or board of governors of the Federal Reserve System. Payment for investments shall be made only upon the delivery of securities representing such investments to the Director of Finance. If the securities transferred are not represented by a certificate, payment shall be made only upon receipt of confirmation of transfer from the custodian by the Director of Finance.

The City invests in United States treasury bills, notes, bonds and other obligations issued by the United States Treasury and any other obligations guaranteed as to principal and interest by the United States, State and Local Government Securities, STAR Ohio, certificates of deposit, repurchase agreements, commercial paper and bankers acceptances. The City interprets the limits on Federal guaranteed investments, bankers acceptances, commercial paper and all other legal investments very conservatively. No moneys of the City have ever been invested in interest-only obligations, reverse-repurchase obligations, inverse floater obligations, or other investment vehicles commonly referred to as derivative investments. No moneys of the City are invested in obligations which mature later than the time at which it is reasonably expected that the City will need access to such moneys in order to meet current financial commitments. The Director of Finance has attended special training in all of the investment areas to assure strict compliance with the strictly conservative investment philosophy of the City. All investments are transacted with banks or other financial institutions operating in the State.

According to officials of the City, the City also has a conservative investment policy. Investments and deposits of city funds are also governed by the Uniform Depository Act. The Director of Finance is responsible for those investments and deposits. Under the City's recent and current practices, in addition to deposits evidenced by interest bearing certificates of deposit, investments are made in STAR Ohio and repurchase agreements.

Financial Outlook

The City's General Fund cash balance as of December 31 for each of the years 2019 through 2023 and budgeted for 2024 are shown in **Appendix A**.

The State has recently made a slight increase to the City's allocation of the Local Government Funds. This increase is not anticipated to materially affect City finances, as it accounts for less than 5% of total general fund revenues. The State has also eliminated the estate tax revenue for local governments. Although City revenues from this source could be material in any specific year, it has been extremely unpredictable and has varied dramatically from year to year. As a result, the City has not typically included estimates for such receipts in its budgeting process.

GENERAL FUND

The General Fund is the City's main operating fund, from which most expenditures are paid and into which most revenues are deposited. The General Fund receives money from many sources, but primarily from income tax and ad valorem property taxes levied by the City and

charges for City services. **Appendices A and B** provide further information regarding other revenue sources for the General Fund and other City funds.

AD VALOREM PROPERTY TAXES

Assessed Valuation

The following table shows the recent assessed valuations of property subject to ad valorem taxes levied by the City.

| Collection Year | Real ^(a) | Public Utility ^(b) | Total Assessed Valuation |
|---------------------|---------------------|----------------------------------|--------------------------------|
| 2020 | \$1,013,749,400 | \$39,018,280 | \$1,052,767,680 |
| 2021 ^(c) | 1,187,475,250 | 43,794,340 | 1,231,269,590 |
| 2022 | 1,196,513,650 | 47,800,090 | 1,244,313,740 |
| 2023 | 1,197,989,040 | 51,910,090 | 1,249,899,130 |
| 2024 ^(d) | 1,633,627,860 | 57,689,680 | 1,691,317,540 |

(a) Other than real property of railroads. The real property of public utilities, other than railroads, is assessed by the County Auditor. Real property of railroads is assessed, together with tangible personal property of all public utilities, by the State Tax Commissioner.

(b) Tangible personal property of all public utilities and real property of railroads.

(c) Reflects triennial update.

(d) Reflects sexennial reappraisal.

Source: County Auditor.

Taxes collected on “Real” in one calendar year are levied in the preceding calendar year on assessed values as of January 1 of that preceding year. “Public Utility” (real and tangible personal) taxes collected in one calendar year are levied in the preceding calendar year on assessed values determined as of December 31 of the second year preceding the tax collection year.

Since January 1, 2019, only one parcel of less than 0.5 acres has been annexed to the City.

Based on County Auditor records of assessed valuations for collection year 2024, the largest City ad valorem property taxpayers and the respective percentages of share of the City’s total assessed valuation are:

| Name of Taxpayer | Nature of Business | Total Assessed Valuation | % of Total Assessed Valuation |
|---------------------------------|---------------------------|---------------------------------|--------------------------------------|
| <i>Real Estate</i> | | | |
| Vista at Rocky Fork LP | Apartments | \$20,236,760 | 1.20% |
| Stoneridge Plaza Shops LLC | Real Estate | 15,937,160 | 0.94 |
| BVF-V Wren LLC | Real Estate | 10,354,480 | 0.61 |
| CR Fund 32 LLC | Real Estate | 10,130,520 | 0.60 |
| McGraw Hill Education LLC | Publishing & Distribution | 6,579,440 | 0.39 |
| Meritex Properties LLC | Real Estate | 6,183,040 | 0.37 |
| Traditions at Gahanna | Senior Living | 5,468,470 | 0.32 |
| Provident-Hunters Ridge One Ltd | Apartments | 5,225,470 | 0.31 |
| Trilogy Real Estate Gahanna LLC | Real Estate | 4,847,540 | 0.29 |
| Morse & Hamilton LP | Real Estate | 4,240,010 | 0.25 |
| <i>Public Utility</i> | | | |
| Ohio Power Company | Electric | \$52,204,650 | 3.09% |
| Columbus Southern Power Co. | Electric | 9,705,620 | 0.57 |
| Columbia Gas of Ohio Inc. | Natural Gas | 4,398,280 | 0.26 |

Pursuant to statutory requirements for sexennial reappraisals, in 2023 the County Auditor adjusted the true value of taxable real property to reflect current fair market values. These adjustments were first reflected in the 2023 duplicate (collection year 2024) and in the ad valorem taxes distributed to the City in 2024 and thereafter. The County Auditor is required to adjust (but without individual appraisal of properties except in the sexennial reappraisal), and has adjusted, taxable real property value triennially to reflect true values. The County Auditor completed such a triennial adjustment in 2020 (collection year 2021).

The “assessed valuation” of real property is fixed at 35% of true value and is determined pursuant to rules of the State Tax Commissioner. An exception is that real property devoted exclusively to agricultural use is to be assessed at not more than 35% of its current agricultural use value. Real property devoted exclusively to forestry or timber growing is taxed at 50% of the local tax rate upon its assessed value.

As a result of the phase-out of taxation of tangible personal property used in general business (excluding certain public utility property) and tangible personal property used by telephone, telegraph or interexchange telecommunications companies, and the 2002 reduction of the percentages of true value of electric utility production equipment and natural gas utility property assessed for taxation, as described above, eligible local governments have received

reimbursement payments from the State to account for the loss of property tax revenue. The City no longer receives reimbursement payments from the State.

As indicated herein, the General Assembly has from time to time exercised its power to revise the laws applicable to the determination of assessed valuation of taxable property and the amount of receipts to be produced by ad valorem taxes levied on that property and may continue to make similar revisions.

Ohio law grants tax credits to offset increases in taxes resulting from increases in the true value of real property. Legislation classifies real property as between residential and agricultural property and all other real property, and provides for tax reduction factors to be separately computed for and applied to each class. These tax credits apply only to certain voted levies on real property, and they do not apply to unvoted levies or to voted levies to provide a specified dollar amount or to pay debt charges on general obligation debt such as the Bonds. These credits are discussed further following **Tax Table A**.

The City will continue to use a proactive development strategy that combines successful public-private partnerships with a robust complement of development incentives to expand its employment base and retain existing businesses. The City uses a mix of incentives and abatements to attract new businesses, as well as encourage existing businesses to grow. Two of the incentives consist of Community Reinvestment Areas (CRA) and Tax Increment Financing (TIF) Districts. CRAs provide real property tax abatements to new or expanding facilities within the identified area. The City current has five CRAs with 17 active abatements. TIF Districts redirect and segregate increased property tax values from improvements on properties within the District to payments in lieu of taxes (PILOTS) for infrastructure and other improvements within the District. The City currently has 10 TIF Districts all currently producing PILOTS from improvements on properties within the Districts. While these agreements reduce real property tax revenues, income tax revenue and PILOT payments received from the economic growth more than offsets these reductions.

Overlapping Governmental Entities

The major political subdivisions or other governmental entities that overlap all or a portion of the territory of the City are listed below. The “(%)” figure is that approximate percentage of a recent tax (assessed) valuation of the overlapping entity that is located within the City.

- The County (functions allocated to counties by Ohio law, such as elections, health and human services and judicial). (3.32%)
- A portion of the Columbus City School District (0.07%) and Gahanna-Jefferson City School District (63.55%) (K-12 educational responsibilities).
- Eastland-Fairfield Career & Technical Joint Vocational School District (the Career Center) (vocational education program). (10.77%)
- Central Ohio Transit Authority (COTA) (public mass transit). (3.11%)

- Townships of Jefferson (1.14%) and Mifflin (96.55%) (limited functions allocated to townships by Ohio law).
- Columbus Metropolitan Library District (public library). (4.80%)
- Columbus State Community College (miscellaneous). (3.32%)
- Metro Columbus-Franklin County Park District (park and recreation areas). (3.32%)
- Rickenbacker Port Authority (public port facilities). (3.32%)
- Solid Waste Authority of Central Ohio (miscellaneous). (3.16%)

Source: Ohio Municipal Advisory Council.

Each of these entities operates independently, with its own separate budget, taxing power and sources of revenue. Only the County, townships, school districts, the Career Center and COTA may, as may the City, levy ad valorem property taxes within the ten-mill limitation (subject to available statutory allocation of the 10 mills) described under **CITY DEBT AND OTHER LONG-TERM OBLIGATIONS – Indirect Debt and Unvoted Property Tax Limitations**.

Tax Rates

All references to tax rates under this caption are in terms of stated rates in mills per \$1.00 of assessed valuation.

The following are the rates at which the City and overlapping taxing subdivisions have in recent years levied ad valorem property taxes in that area of the City having the highest overlapping tax rate.

TAX TABLE A
Overlapping Tax Rates

| Collection Year | City | County ^(a) | School District ^(b) | Township | Eastland JVSD | Total |
|-----------------|------|-----------------------|--------------------------------|----------|---------------|--------|
| 2020 | 2.40 | 21.92 | 82.08 | 14.50 | 0.00 | 120.90 |
| 2021 | 2.40 | 22.44 | 87.96 | 15.10 | 2.00 | 129.90 |
| 2022 | 2.40 | 23.04 | 87.96 | 15.10 | 2.00 | 130.50 |
| 2023 | 2.40 | 23.04 | 87.96 | 17.65 | 2.00 | 133.05 |
| 2024 | 2.40 | 24.39 | 86.66 | 17.65 | 2.00 | 133.10 |

(a) Includes levies for the County Board of Developmental Disabilities, Developmental Disabilities, Children Services, Office on Aging, Metro Parks District, Zoological Park, Library District and Community College.

(b) Includes levies for Columbus City School District for Collection Year 2020 and Gahanna-Jefferson City School District and Eastland-Fairfield Career Center for Collection Years 2021-2024.

Source: County Auditor.

Statutory procedures limit, by the application of tax credits, the amount realized by each taxing subdivision from real property taxation to the amount realized from those taxes in the preceding year plus both:

- the proceeds of any new taxes (other than renewals) approved by the electors, calculated to produce an amount equal to the amount that would have been realized if those taxes had been levied in the preceding year; and
- amounts realized from new and existing taxes on the assessed valuation of real property added to the tax duplicate since the preceding year.

These procedures were instituted initially in 1976 [*Section 319.301 of the Revised Code (HB 920 and later acts); Ohio Const. Art. XII, Sec. 2a*] to limit in part the effect of increasing property values on the growth of those property taxes.

As noted above, all of the City's property tax levies, as levies inside the ten-mill limitation, are exempt from those tax credit provisions. The tax credit provisions do not apply to amounts realized from taxes levied at whatever rate is required to produce a specified amount or an amount to pay debt charges, or from taxes levied inside the ten-mill limitation or any applicable charter tax rate limitation. To calculate the limited amount to be realized, a reduction factor is applied to the stated rates of the levies subject to these tax credits. A resulting "effective tax rate" reflects the aggregate of those reductions, and is the rate on the basis of which real property taxes are in fact collected. As an example, the total overlapping tax rate for collection year 2024 of 133.10 mills within the City is reduced by reduction factors of 0.518315 for residential/agricultural property and 0.376819 for all other real property, which results in "effective tax rates" of 64.112347 mills for residential and agricultural property and 82.945419 mills for all other real property. See **Tax Table A**.

Residential and agricultural real property tax amounts paid by taxpayers generally have been further reduced by an additional 10% (12.5% in the case of owner-occupied residential property); however, legislation passed by the State's General Assembly in 2013 eliminated such reductions for additional and replacement levies approved at elections after its effective date and for other taxes (or increases in taxes) not levied for tax year 2013. See **AD VALOREM PROPERTY TAXES – Collections** for a discussion of reimbursements by the State to taxing subdivisions for these reductions and related changes made by that State legislation.

The following are the rates at which the City levied property taxes for the general categories of purposes for recent years, both inside and outside the ten-mill limitation. The City does not currently levy any taxes outside the ten-mill limitation.

**TAX TABLE B
City Tax Rates**

Inside the Limitation

| Collection Year | Operating | Police and Fire Pension | Debt Retirement | Total |
|------------------------|------------------|--------------------------------|------------------------|--------------|
| 2020 | 1.81 | 0.30 | 0.29 | 2.40 |
| 2021 | 1.81 | 0.30 | 0.29 | 2.40 |
| 2022 | 1.81 | 0.30 | 0.29 | 2.40 |
| 2023 | 1.81 | 0.30 | 0.29 | 2.40 |
| 2024 | 1.81 | 0.30 | 0.29 | 2.40 |

See the discussion of the ten-mill limitation, and the priority of claim on that millage for debt charges on unvoted general obligation debt, under **CITY DEBT AND OTHER LONG-TERM OBLIGATIONS – Indirect Debt and Unvoted Property Tax Limitations**.

Collections

The following are the amounts billed and collected for City ad valorem property taxes on real and public utility property for the tax collection years shown.

| Collection Year | Current Billed | Current Collected^(a) | Current % Collected | Delinquent | |
|------------------------|-----------------------|--|----------------------------|-------------------|--------------------|
| | | | | Current | Accumulated |
| 2019 | \$2,537,903.47 | \$2,425,471.76 | 95.57% | \$49,367.68 | \$14,899.50 |
| 2020 | 2,522,264.47 | 2,573,444.84 | 102.03 | 38,797.60 | 6,264.06 |
| 2021 | 2,949,709.59 | 2,967,530.11 | 100.60 | 40,695.06 | 8,590.98 |
| 2022 | 2,980,802.60 | 3,117,404.69 | 104.58 | 54,571.11 | 7,327.28 |
| 2023 | 2,993,379.82 | 2,975,185.89 | 99.39 | 61,816.87 | 6,714.84 |

(a) Includes rollbacks reimbursed by the State and delinquent taxes, but does not include payments in lieu of taxes associated with TIF districts.

Source: County Auditor.

Included in the “Current Billed” and “Current Collected” figures above are payments made from State revenue sources under two statewide real property tax relief programs – the Homestead Exemption and the Property Tax Rollback Exemption. The Homestead Exemption is available for (i) persons 65 years of age or older, (ii) persons who are totally or permanently disabled and (iii) surviving spouses of persons who were totally or permanently disabled or 65 years of age or older, and had applied and qualified for a reduction of property taxes in the year of death, so long as the surviving spouses were not younger than 59 or older than 65 years of age

on the date of their deceased spouses' deaths. The Homestead Exemption exempts \$25,000 of the homestead's market value from taxation, thereby reducing the property owner's ad valorem property tax liability. The Property Tax Rollback Exemption applies to all non-business properties, and reduces each property owner's ad valorem property tax liability by either 12.5% (for owner-occupied non-business properties) or 10% (for non-owner non-business occupied properties). Payments to taxing subdivisions have been made in amounts approximately equal to the Homestead and Property Tax Rollback Exemptions granted. This State assistance reflected in the City's tax collections for 2023 was \$32,500.61 for the elderly/disabled homestead payment and \$287,849.23 for the rollback payment.

Legislation passed by the State's General Assembly in 2013 made the Homestead Exemption subject to means testing beginning January 1, 2014, and eliminated the Property Tax Rollback Exemption and related reimbursements with respect to new or replacement tax levies approved at elections after its effective date, and for other taxes (or increases in taxes) not levied for tax year 2013. See **AD VALOREM PROPERTY TAXES – Tax Rates**.

Real property taxes are payable in two installments, the first usually by February and the second in July.

Delinquencies

The following is a general description of delinquency procedures under Ohio law, the implementation of which may vary in practice among the counties.

Under the Revised Code, taxes levied on property become a lien of the State on the first day of January, annually, and that lien continues until the taxes, including any penalties, interest or other charges, are paid. Real estate taxes and special assessments are generally payable in two equal installments – with the first half installment due no later than January in the year following their levy and the second half installment due no later than July in the year following their levy. Current year billed taxes not paid when due are generally subject to a 10% penalty, subject to remission of one-half of the penalty if those taxes are paid within 10 days following the due date.

The county auditor is required to prepare a list and duplicate of delinquent lands (“delinquent lands duplicate”) immediately after each settlement with the county treasurer of taxes collected and to certify the delinquent lands duplicate to the county treasurer. Taxes, including penalties, interest and other charges, that remain unpaid after the last day that the second half installment of current taxes may be paid without penalty in any year become “delinquent taxes” and the properties to which they relate comprise the delinquent lands duplicate. If delinquent taxes (and special assessments) are not paid within 60 days after a copy of the county auditor's delinquent land duplicate is delivered to the county treasurer, then the county treasurer is to enforce the lien of the State that attached on January 1 of the year the taxes were levied. Under State law, the county treasurer is to enforce the lien “in the same way mortgage liens are enforced,” that is, by an action in the court of common pleas for foreclosure and sale of the property in satisfaction of the delinquency. If the county treasurer fails to bring an action to enforce the lien, then the State Tax Commissioner is to do so. In addition, one year after certification of a delinquent land duplicate, the county prosecuting attorney is authorized to institute foreclosure proceedings in the name of the county treasurer to foreclose the lien.

The property owner may execute a written delinquent tax agreement with the county treasurer to arrange a payment plan that provides for payments of tax, interest, and penalties over a period not to exceed five years. If payments are made when due under the plan, no further interest will be assessed against delinquent balances covered by the plan; however, a default in any payment under the plan or in the payment of current taxes will invalidate the taxpayer's participation in the plan. If a payment plan is not adhered to or if none is arranged, foreclosure proceedings may be initiated by the county. Mass foreclosure proceedings and sales are permitted after three years' delinquency. Proceeds from delinquent property foreclosure sales become part of and are distributed as current collections to the taxing subdivisions.

As required by law, the County deposits 5% of all collections of certified delinquent taxes and assessments into the delinquent real estate tax and assessment collection fund. Money in that fund is divided equally between the County Treasurer and Prosecuting Attorney and is used solely in connection with the collection of delinquent taxes and assessments.

In recent years, the State legislature has enacted several programs with respect to forestalling the foreclosure process or the forfeiture of property due to tax delinquency that may have the effect of delaying or eliminating the collection of certain property taxes. Notwithstanding the delay or loss of the tax revenues from those properties, an issuer of general obligation notes or bonds, such as the City, remains obligated to pay the debt charges on those notes or bonds from the available revenues. See **CITY DEBT AND OTHER LONG-TERM OBLIGATIONS – Security for General Obligation Debt; Bonds and BANs**.

Of the 12,958 nonexempt parcels in the City for collection year 2023, the number of delinquent parcels was 132.

There are four taxpayers that account for more than 5% of any of the delinquencies of ad valorem real property taxes identified above for collection year 2023.

MUNICIPAL INCOME TAX

Ohio law authorizes a city or village to levy a municipal income tax on both business income and employee wages and salaries at a rate of up to 1% without voter authorization. An income tax rate in excess of 1% requires approval by the voters. In 1967, City electors authorized an income tax at the rate of 1.00% effective January 1, 1968. In 1976, City electors authorized an additional 0.50% effective January 1, 1977. In 2019, City electors passed Issue 12, which (i) authorized an additional income tax at the rate of 1.0% effective July 1, 2019 with 75% of the 1% increase dedicated for the purposes of capital improvements and 25% dedicated for the purpose of funding operations for public safety, public service, and parks and recreation and (ii) changed the City income tax credit of 83.33% to 100% for payments made to another municipality. The City, pursuant to Council action and that voter authorization, currently levies the tax at the rate of 2.50%. This tax on business income and individuals' salaries and wages is collected and administered by the City. For taxable years beginning on or after January 1, 2018, taxpayers subject to a municipal net profit tax may elect to file one municipal net profit tax return that covers its total municipal net profit tax liability to all municipal corporations through the Ohio Business Gateway for processing by the Ohio Department of Taxation. The Ohio Department of Taxation will provide all administrative functions for those centrally-filed returns

and will distribute payments to the appropriate municipalities, as well as address audits and appeals.

The tax is in effect for a continuing period of time. It could be reduced or terminated by action of the Council, or by vote of the electors initiated by petition of 10% of the number of electors of the City who voted at the last preceding regular municipal election for the office of Mayor, following Charter-initiated ordinance procedure. Under current law, the Council could reimpose a 1% tax without authorization by the electors.

Income tax proceeds comprising 1.5%, after payment of collection expenses, have been allocated by the Council for the current year to be deposited into the General Fund. Income tax proceeds comprising the additional 1.0% tax authorized by Issue 12 are allocated as follows: 75% is deposited to the Capital Improvement Fund restricted by the voters to fund capital improvements for infrastructure, public safety, and municipal parks and recreation, maintenance and repair of such facilities and the payment of debt service on debt issued for such improvements and 25% is deposited to three special revenue funds restricted by the voters to fund operations of public safety, public service and parks and recreation.

Annual income tax receipts have been and for 2024 are budgeted to be: **[CITY TO UPDATE]**

| Year | Receipts | Tax Rate | [Accumulated Delinquency] |
|---------------------|--------------|----------|----------------------------------|
| 2018 | \$18,858,725 | 1.5% | _____ |
| 2019 ^(a) | 23,727,439 | 2.5 | _____ |
| 2020 | 29,550,669 | 2.5 | _____ |
| 2021 | 34,000,804 | 2.5 | _____ |
| 2022 | 34,986,643 | 2.5 | _____ |
| 2023 | 38,064,638 | 2.5 | _____ |
| 2024 ^(b) | 40,973,895 | 2.5 | _____ |

(a) Passage of Issue 12 effective July 1, 2019, increasing the income tax from 1.5% to 2.5%.

(b) Budgeted.

Residents are currently permitted a credit against their City income tax liability for amounts equal to 100% of the income tax paid (applied to the lesser of the residential income tax rate or other income tax rate not to exceed 2.5%) on the same income to another municipal corporation.

No single employer contributed, by way of net profit and withheld income taxes, more than 5% of the total of the 2023 income tax collections.

Certain of the income subject to the municipal income tax is also subject to the State income tax.

In response to the spread of the Pandemic, the Ohio General Assembly passed, and Governor DeWine signed into law, Amended Substitute House Bill 197 (“H.B. 197”) in March 2020. Section 29 of H.B. 197 provided temporary changes to Ohio’s municipal income

tax rules to clarify and simplify municipal income tax collection during the period of the emergency declared by Governor DeWine's Executive Order 2020-01D, issued on March 9, 2020, and continuing for 30 days following the conclusion of that period (the COVID Temporary Period). Under that Section 29, cities could temporarily impose (i) a nonresident income tax on individuals who in the absence of the Executive Order would have reported to a work location in the city (an Employer Site), without regard to the taxpayer's physical presence in the city, and (ii) an obligation on employers located in the city to withhold and remit to the city the foregoing income tax temporarily imposed on nonresident individuals who otherwise would have performed employee services in the city. Under that provision, the City imposed (i) its income taxes on workers working from their homes outside of the City rather than at Employer Sites in the City and (ii) the City income tax withholding and remittance obligations of employers of such workers. Governor DeWine lifted the state of emergency in Ohio on June 18, 2021, which would have ended the COVID Temporary Period and the applicability of the provisions of Section 29 of H.B. 197 on July 18, 2021.

However, the Ohio General Assembly passed, and on July 1, 2021, Governor DeWine signed into law, Substitute House Bill 110 (H.B. 110) which extended until December 31, 2021, the period during which employers withheld and remitted the municipal income taxes to the city in which the Employer Site is located. H.B. 110 allows employees who performed work during tax year 2021 from a location outside the municipality in which the Employer Site is located to apply for refunds of the municipal income taxes that their employer withheld and remitted to the municipality in which the Employer Site is located. Such an employee may claim a refund for the portion of the remitted tax applicable to the wages the employee earned on days worked outside the city in which the Employer Site is located. In processing such refunds, a city may only request from employers information as to the number of days an employee worked at the Employer Site and whether the employer has already refunded to the employee the amount of tax the employer withheld and remitted to the city.

Effective January 1, 2022, Ohio's twenty-day rule – requiring employers to withhold municipal income taxes for the municipality in which an employee has worked for more than twenty days during the calendar year – has been reinstated without the modifications effected by H.B. 110. If an employee has worked in a municipality twenty days or less during a calendar year, an employer is not required to withhold municipal income taxes for that municipality for that calendar year. An employee can only be considered working in one municipality per calendar day.

The City is unable to predict the ultimate outcome or possible effect of the litigation concerning municipal income taxes now pending against other Ohio cities.

STATE LOCAL GOVERNMENT FUNDS

Statutory state-level local government funds, comprised of designated State revenues, are another source of revenue to the General Fund. Most are distributed to each county and then allocated on a formula basis, or in some cases on an agreement basis, among the county and cities, villages and townships, and in some cases park districts, in the county. City receipts from those funds were and for 2024 are estimated to be as set forth in the following table.

| Year | Receipts |
|-------------|-----------|
| 2019 | \$743,704 |
| 2020 | 851,541 |
| 2021 | 968,185 |
| 2022 | 1,037,361 |
| 2023 | 1,061,423 |
| 2024 (est.) | 1,100,000 |

The amounts of and formula for distribution of these funds have been and may be revised from time to time.

CITY DEBT AND OTHER LONG-TERM OBLIGATIONS

The following describes the security for general obligation debt such as the Bonds, applicable debt and ad valorem property tax limitations, and outstanding and projected bond and note indebtedness and certain other long-term financial obligations of the City.

As used in the discussions that follow, the term “BANs” refers to notes issued in anticipation of the issuance of general obligation bonds.

As further described below, the Bonds are:

- unvoted general obligations of the City. Certain overlapping subdivisions also may issue general obligation debt.
- exempt debt not subject to the direct debt limitations, but subject to the indirect debt and related property tax limitation, all as described below.

The City is not, and to the knowledge of current City officials has not ever been, in default in the payment of debt charges on any of the bonds or notes on which the City is obligor.

Security for General Obligation Debt; Bonds and BANs

The following describes the security for City general obligation debt: bonds (such as the Bonds) and bond anticipation notes (“BANs”).

Voted Bonds. The basic security for voted City general obligation bonds is the authorization by the electors for the City to levy, and its levy pursuant to constitutional and

statutory requirements of, ad valorem taxes, without limitation as to rate or amount, on all real and tangible personal property subject to ad valorem taxation by the City. These taxes are outside of the ten-mill limitation and are to be sufficient in amount to pay (to the extent not paid from other sources) as they come due the debt charges on the voted bonds (subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or transfer, and other laws relating to or affecting the rights and remedies of creditors generally; to the application of equitable principles, whether considered in a proceeding at law or in equity; to the exercise of judicial discretion; and to limitations on legal remedies against public entities).

The City has no voted general obligation bonds outstanding.

Unvoted Bonds. The basic security for unvoted City general obligation bonds is the City's ability to levy, and its levy pursuant to constitutional and statutory requirements of, ad valorem taxes on all real and tangible personal property subject to ad valorem taxation by the City, within the ten-mill limitation described below. These taxes are to be sufficient in amount to pay (to the extent not paid from other sources) as they come due the debt charges on unvoted general obligation bonds. The law provides that the levy necessary for debt charges has priority over any levy for other purposes within that tax limitation; that priority may be subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or transfer, and other laws relating to or affecting the rights and remedies of creditors generally; to the application of equitable principles, whether considered in a proceeding at law or in equity; to the exercise of judicial discretion; and to limitations on legal remedies against public entities. See the discussion under **CITY DEBT AND OTHER LONG-TERM OBLIGATIONS – Indirect Debt and Unvoted Property Tax Limitations** of the ten-mill limitation, and the priority of claim on it for debt charges on unvoted general obligation debt of the City and all overlapping taxing subdivisions.

BANs. BANs may be retired at maturity from the proceeds of the sale of renewal notes or of the bonds anticipated by the BANs, or available funds of the City or a combination of these sources. While BANs are outstanding, Ohio law requires the levy of ad valorem property taxes in an amount not less than what would have been levied if bonds had been issued without the prior issuance of the BANs. That levy need not actually be collected if payment in fact is to be provided from other sources, such as the proceeds of the bonds anticipated or of renewal BANs. BANs, including renewal BANs, may be issued and outstanding from time to time up to a maximum period of 240 months from the date of issuance of the original notes. Any period in excess of five years must be deducted from the permitted maximum maturity of the bonds anticipated. Portions of the principal amount of BANs outstanding for more than five years must be retired in amounts at least equal to, and payable not later than, those principal maturities that would have been required if the bonds had been issued at the expiration of the initial five-year period.

The City has no outstanding BANs except the Outstanding Notes.

Statutory Direct Debt Limitations

The Revised Code provides two debt limitations on general obligation debt that are directly based on tax (assessed) valuation, applicable to all municipal corporations, including the City.

- The net principal amount of both voted and unvoted debt of a city, excluding “exempt debt” (discussed below), may not exceed 10½% of the total tax (assessed) valuation of all property in that city as listed and assessed for taxation.
- The net principal amount of unvoted debt of a city, excluding exempt debt, may not exceed 5½% of that valuation, as discussed below.

These two limitations, which are referred to as the “direct debt limitations,” may be amended from time to time by the General Assembly.

The City’s ability to incur unvoted debt (whether or not exempt from the direct debt limitations) is also restricted by the indirect debt limitation discussed under **CITY DEBT AND OTHER LONG-TERM OBLIGATIONS – Indirect Debt and Unvoted Property Tax Limitations**.

Certain debt (including the Bonds) that the City may issue is exempt from the direct debt limitations (“exempt debt”). Exempt debt includes, among others, the following categories.

- General obligation debt:
 - That is “self-supporting” debt (i.e., nontax revenues from the facility or category of facilities are sufficient to pay operating and maintenance expenses and related debt charges and other requirements) issued for facilities for city utility systems, airports, railroads, mass transit systems, parking, health care, solid waste, urban development, recreation, sports, convention, auditorium, museum, trade show and other public attractions, facilities for natural resource exploration, development, recovery, use or sale, and correctional, detention and related rehabilitation facilities.
 - To the extent debt charges are expected to be paid from tax increment financing payments in lieu of taxes pledged to the payment of those debt charges (subject to certain limitations).
 - For highway improvements if the municipality has covenanted to pay debt charges and financing costs from distributions of motor vehicle license and fuel taxes.
 - Issued in anticipation of the levy or collection of special assessments.
 - To pay final judgments or court-approved settlements.

- Securities for water or sanitary or storm water sewerage facilities to the extent that another subdivision has agreed to pay to the City amounts equal to debt charges on those securities.
- Unvoted general obligation bonds to the extent that debt charges will be met from lawfully available municipal income taxes, to be applied to those debt charges pursuant to ordinance covenants.
- Revenue debt and mortgage revenue bonds to finance municipal utilities.
- Notes issued in anticipation of (i) the collection of current revenues (which have a latest maturity of the last day of the Fiscal Year in which issued) or (ii) the proceeds of a specific tax levy.
- Notes issued for certain energy conservation improvements or certain emergency purposes.
- Debt issued in anticipation of the receipt of federal or State grants for permanent improvements, or to evidence loans from the State capital improvements fund or State infrastructure bank.
- Voted debt for urban redevelopment purposes not in excess of 2% of the City's assessed valuation.
- Securities issued to make a single payment on certain accrued liability to the statewide Police and Fire Pension Fund.
- Securities issued for municipal educational and cultural facilities.
- Special obligation debt payable from nontax revenues.

BANs issued in anticipation of exempt bonds also are exempt debt.

The City may incur debt for operating purposes, such as current tax revenue anticipation notes or tax anticipation notes, only under certain limited statutory authority.

In the calculation of debt subject to the direct debt limitations, the amount in a city's bond retirement fund allocable to the principal amount of nonexempt debt is deducted from gross nonexempt debt. Without consideration of amounts in the Bond Retirement Fund, and based on outstanding debt and the Bonds and the current tax (assessed) valuation, the City's voted and unvoted nonexempt debt capacities are: [SPB TO UPDATE]

| Limitation | Nonexempt Debt Outstanding* | Additional Debt Capacity Within Limitation* |
|----------------------|-----------------------------------|---|
| 10½% = \$177,588,341 | \$-0- | \$177,588,341 |
| 5½% = \$93,022,464 | \$-0- | \$93,022,464 |

This is further detailed in **Debt Table A**.

Indirect Debt and Unvoted Property Tax Limitations

Voted general obligation debt may be issued by the City if authorized by a vote of the electors. Ad valorem taxes, without limitation as to amount or rate, to pay debt charges on voted bonds are authorized by the electors at the same time they authorize the issuance of the bonds.

General obligation debt (such as the Bonds) also may be issued by the City without a vote of the electors. This unvoted debt may not be issued unless the ad valorem property tax for the payment of debt charges on those bonds (or the bonds in anticipation of which BANs are issued) and all outstanding unvoted general obligation bonds (including bonds in anticipation of which BANs are issued) of the combination of overlapping taxing subdivisions including the City resulting in the highest tax required for such debt charges in any year is 10 mills or less per \$1.00 of assessed valuation. This indirect debt limitation, the product of what is commonly referred to as the “ten-mill limitation,” is imposed by a combination of provisions of the Ohio Constitution and the Revised Code.

The ten-mill limitation is the maximum aggregate millage for all purposes that may be levied on any single piece of property by *all* overlapping taxing subdivisions without a vote of the electors. The 10 mills are allocated pursuant to a statutory formula among certain overlapping taxing subdivisions in the County, including the City. Of the entire 10 mills, 9.85 mills are currently being levied by the combination of the City and taxing subdivisions overlapping the City. The current allocation of the 10 mills (sometimes referred to as the “inside millage”) is as follows: 2.40 City, 2.35 County (of which 1.47 is being levied), 4.40 Gahanna-Jefferson City School District, 0.70 Township and 0.15 unallocated. That allocation has remained constant for at least the last five years.

Present Ohio law requires the inside millage allocated to a taxing subdivision to be used first for the payment of debt charges on its unvoted general obligation debt, unless provision has been made for that payment from other sources, with the balance usable for other purposes. To the extent this inside millage is required for debt charges of a taxing subdivision (which may exceed the formula allocation to that subdivision), the amount that would otherwise be available

* Preliminary, subject to change.

to that subdivision for general fund purposes is reduced. Because the inside millage that may actually be required to pay debt charges on a subdivision's unvoted general obligation debt may exceed the formula allocation of that millage to the subdivision, the excess reduces the amount of inside millage available to overlapping subdivisions. In the case of the City, however, a law applicable to all Ohio cities and villages requires that any lawfully available receipts from a municipal income tax or from voted property tax levies be allocated to pay debt charges on City unvoted debt before the formula allocations of the inside millage to overlapping subdivisions can be invaded for that purpose.

In the case of BANs issued in anticipation of unvoted general obligation bonds, the highest annual debt charges estimated for the anticipated bonds is used to calculate the millage required.

Revenue bonds and notes and mortgage revenue bonds are not included in debt subject to the indirect limitation since they are not general obligations of the City, and the full faith and credit and property taxing power of the City is not pledged for their payment.

The indirect limitation applies to all outstanding unvoted general obligation debt even if debt charges on some of it is expected to be paid in fact from municipal income taxes, special assessments, utility revenues or other sources.

[SPB TO UPDATE] [If the City were to convert to the anticipated bonds its \$_____ outstanding unvoted general obligation BANs at the interest rates assumed in the ordinance authorizing the BANs (see **Debt Table D**), the] [The] highest debt charges requirement in any year for all City debt subject to the ten-mill limitation is estimated to be \$_____* . That debt includes the Bonds, unvoted general obligation bonds outstanding or bonds anticipated by BANs outstanding (see **Debt Table D**). The payment of those annual debt charges would require a levy of an estimated _____* mills based on current assessed valuation. Of this maximum annual debt charges requirement, \$_____* is expected by the City to be paid from sources other than ad valorem taxes, such as municipal income taxes and final judgments (see **Debt Table C**). If those other sources for any reason were not available, the debt charges could not be met from the amounts produced by the millage currently levied for all purposes by the City within the ten-mill limitation, and therefore inside millage allocated to the overlapping subdivisions might have to be preempted for those debt charges. (See the discussion of this preemption, and of limitations on it, above under this caption.)

[SPB TO UPDATE] The total millage theoretically required by the City, the Gahanna-Jefferson City School District, Mifflin Township, the Solid Waste Authority of Central Ohio, the Central Ohio Transit Authority and the County (the highest overlapping taxing subdivisions which have issued unvoted debt) for debt charges on their outstanding unvoted general obligation debt (including the Bonds) is estimated to be _____* mills for the year of the highest potential debt charges requirements. There thus remains _____* mills within the ten-mill limitation that has yet to be allocated to debt charges and that is available to the City and overlapping subdivisions in connection with the issuance of additional unvoted general obligation debt.

* Preliminary, subject to change.

Debt Outstanding

The Debt Tables attached provide information concerning the City’s outstanding debt represented by bonds and notes, with respect to City and overlapping subdivisions general obligation debt allocations and projected debt charges on the City’s general obligation debt, including the Bonds. See **Debt Tables**.

The following table shows the principal amount of City general obligation debt (bonds and notes) outstanding as of December 31 in the years shown.

| Year | Exempt | Total | Of GO Total | |
|------|--------------|--------------|-------------|--------------|
| | | | Voted | Unvoted |
| 2019 | \$17,380,000 | \$17,380,000 | \$-0- | \$17,380,000 |
| 2020 | 20,920,000 | 20,920,000 | -0- | 20,920,000 |
| 2021 | 18,905,000 | 18,905,000 | -0- | 18,905,000 |
| 2022 | 25,330,000 | 25,330,000 | -0- | 25,330,000 |
| 2023 | 23,215,000 | 23,215,000 | -0- | 23,215,000 |

Bond Anticipation Notes

None of the debt of the City [(excluding the Outstanding Notes being retired with the proceeds of the Bonds)] is currently in the form of BANs (see **Debt Table D**). BANs may be retired at maturity from the proceeds of the sale of renewal notes or of the bonds anticipated by the BANs, or available funds of the City, or a combination of these sources.

Bond Retirement Fund

The Bond Retirement Fund is the fund from which the City pays debt charges on its general obligation debt and into which moneys required to be applied to those payments are deposited. See **Appendix B** for year-end balance, receipts and disbursements for the prior two Fiscal Years for this fund. The following table is an unaudited summary of Bond Retirement Fund receipts and disbursements for recent years and estimated for the current year.

| Year | Receipts | Disbursements | December 31 Balance |
|---------------------|-------------|---------------|---------------------|
| 2019 | \$2,111,255 | \$2,202,054 | \$1,194,275 |
| 2020 | 7,106,159 | 7,157,781 | 1,142,653 |
| 2021 | 2,260,535 | 2,254,641 | 1,148,547 |
| 2022 | 2,033,372 | 2,234,152 | 947,767 |
| 2023 | 10,576,450 | 10,732,988 | 791,229 |
| 2024 ^(a) | 2,206,411 | 2,206,391 | 791,249 |

(a) Estimated.

Future Financings

The City plans to issue an aggregate of up to approximately \$68,000,000 in general obligation bonds or BANs (including the Bonds) during the next 12 months for the improvements specified in the Authorizing Legislation, including the retiring of BANs already outstanding, payable primarily from municipal income taxes. [Of that amount, \$28,500,000* will be issued as the Bonds and \$39,500,000* will be issued as Series 2024B Bonds; the City may determine to use cash on hand to fund a portion of the project.]

Long-Term Financial Obligations Other Than Bonds and Notes

OPWC Loans

The City has entered into loan agreements with the Ohio Public Works Commission (“OPWC”) for road improvements. These loan agreements are summarized in the following table.

| Year of Agreement | Project Purpose | Outstanding Amount as of December 31, 2023 | Annual Principal & Interest Payment | Final Payment Year |
|--------------------------|--------------------------|---|--|---------------------------|
| 2009 | U.S. 62 Roadway Imp | \$362,712 | \$51,816 | 2030 |
| 2011 | U.S. 62/Styglar Road Imp | 294,050 | 36,756 | 2031 |

Where applicable, the payments under these loan agreements are required to be made from revenues of the appropriate system after payment of operation and maintenance expenses of the system and the requirements of any revenue bonds issued for that system. The loan agreements grant no security or property interest to the OPWC in any property of the City, and do not pledge the general credit of the City, or create a debt subject to the direct or indirect debt limitations, or require the application of the general resources of the City for repayment. All of the OPWC loans are interest-free.

Other Obligations

The City currently has four leases that are for the use of right-to-use equipment. The City made lease payments of \$110,192 in Fiscal Year 2023 and will make a final payment of \$28,345 in Fiscal Year 2026.

During 2020, the City authorized the issuance of \$10,700,000 of economic development revenue bonds for the acquisition, construction, renovation, installation and equipping of certain capital expenditures of the Columbus Academy. The City also authorized the issuance of \$8,300,000 economic development refunding revenue bonds to refund economic development revenue bonds issued in 2015 for capital expenditures of Columbus Academy. These bonds are not general obligations of the City and do not represent a pledge of the faith and credit of the City. They are collateralized by pledged revenue to be received under a loan agreement with the

* Preliminary, subject to change.

Columbus Academy. The City has no responsibility for the repayment of the revenue bonds and refunding bonds and the bonds do not create a liability to the City.

See Notes to the City’s Basic Financial Statements in **Appendix C** for discussion of “compensated absences.”

The City has no other long-term financial obligations, other than the bonds and notes described above, the retirement obligations and liability described under **THE CITY – Retirement Expenses** and the compensated absences described in the Notes to the Fiscal Year 2022 Financial Statements included in **Appendix C**.

CONCLUDING STATEMENT

To the extent that any statements made in this Official Statement involve matters of opinion or estimates, whether or not expressly stated to be such, they are made as such and not as representations of fact or certainty and no representation is made that any of those statements have been or will be realized. Information in this Official Statement has been derived by the City from official and other sources and is believed by the City to be accurate and reliable. Information other than that obtained from official records of the City has not been independently confirmed or verified by the City and its accuracy is not guaranteed.

Neither this Official Statement nor any statement that may have been or that may be made orally or in writing is to be construed as or as part of a contract with the original purchasers or subsequent holders or Beneficial Owners of the Bonds.

This Official Statement has been prepared and delivered by the City and signed for and on behalf of the City by its officials identified below.

CITY OF GAHANNA, OHIO

By: _____
Mayor

Director of Finance

DEBT TABLE A*

**Principal Amounts of Outstanding General Obligation (GO) Debt;
Leeway for Additional Debt Within Direct Debt Limitations**

[SPB TO UPDATE]

| | | | |
|----|---|---------------------------------|------------------------------|
| A. | Total debt including the Bonds (but excluding the Outstanding Notes [and Refunded Bonds] being retired with the Bonds): | | \$23,215,000 |
| B. | Exempt debt: | | |
| | Category | Outstanding Principal Amount | |
| | Final Judgment | \$3,640,000 | |
| | Income Tax | 19,575,000 | |
| | Total exempt debt: | | \$23,215,000 |
| C. | Total nonexempt debt [A minus B]: | | \$-0- |
| D. | 5½% of tax (assessed) valuation (unvoted nonexempt debt limitation): | | \$93,022,464 |
| E. | Total nonexempt limited tax bonds and notes outstanding: | | |
| | Bonds [(including the Bonds)] | \$-0- | |
| | Notes | -0- | \$-0- |
| F. | Debt leeway within 5½% unvoted debt limitation [D minus E]: | | \$93,022,464 ^(a) |
| G. | 10½% of tax (assessed) valuation (voted and unvoted debt limitation): | | \$177,588,341 |
| H. | Total nonexempt bonds and notes outstanding: | | |
| | Bonds [(including the Bonds)] | \$-0- | |
| | Notes | -0- | \$-0- |
| I. | Debt leeway within 10½% debt limitation [G minus H]: | | \$177,588,341 ^(a) |

(a) Debt leeway in this table determined without considering money in the Bond Retirement Fund.

* Preliminary, subject to change.

DEBT TABLE B*

**Various City and Overlapping
GO Debt Allocations (Principal Amounts)**

| | [SPB TO UPDATE] | | |
|---|-----------------|---------------------------|---|
| | Amount | Per Capita ^(a) | % of City's Current Assessed Valuation ^(b) |
| City Nonexempt GO Debt | \$-0- | \$0.00 | 0.00% |
| Total City GO Debt (exempt and nonexempt) | 23,215,000 | 655.01 | 1.37 |
| Highest Total Overlapping GO Debt ^(c) | 181,270,223 | 5,114.56 | 10.72 |

(a) Based on 2020 population of 35,442 (Source: U.S. Census Bureau Selected Source Characteristics in the United States 2016-2020).

(b) The City's current tax (assessed) valuation is \$1,691,317,540.

(c) Includes, in addition to "Total City GO Debt," allocations of total GO debt of overlapping debt issuing subdivisions (as of January 2024) resulting in the calculation of highest total overlapping debt based on percent of tax (assessed) valuation of territory of the subdivisions located within the City (% figures are resulting percent of total debt of subdivisions allocated to the City in this manner), as follows:

- \$ 5,267,856 County (3.32%);
- \$ 11,734,584 Mifflin Township (96.55%);
- \$ 138,504,391 Gahanna-Jefferson City School District (63.55%);
- \$ 933,000 Central Ohio Transit Authority (3.11%); and
- \$ 1,615,392 Solid Waste Authority of Central Ohio (3.16%).

Allocation of GO debt of the remaining overlapping debt issuing subdivisions is as follows:

- \$ 225,288 of Columbus City School District (0.07%); and
- \$ 3,748,612 of Columbus State Community College (3.32%).

Source of tax (assessed) valuation and confirmation of GO debt figures for overlapping subdivisions: OMAC.

* Preliminary, subject to change.

DEBT TABLE C*

Projected Debt Charges Requirements on City GO Debt

[SPB TO UPDATE]

| Year | Debt Charges on | | Total Debt Charges* | Portion of Total Debt Charges Anticipated to be Paid From* | |
|------|-----------------|-------------------|---------------------|--|----------------|
| | The Bonds* | Outstanding Bonds | | Income Tax | Final Judgment |
| 2024 | | | | | |
| 2025 | | | | | |
| 2026 | | | | | |
| 2027 | | | | | |
| 2028 | | | | | |
| 2029 | | | | | |
| 2030 | | | | | |
| 2031 | | | | | |
| 2032 | | | | | |
| 2033 | | | | | |
| 2034 | | | | | |
| 2035 | | | | | |
| 2036 | | | | | |
| 2037 | | | | | |
| 2038 | | | | | |
| 2039 | | | | | |
| 2040 | | | | | |
| 2041 | | | | | |
| 2042 | | | | | |
| 2043 | | | | | |
| 2044 | | | | | |
| 2045 | | | | | |
| 2046 | | | | | |
| 2047 | | | | | |
| 2048 | | | | | |
| 2049 | | | | | |
| 2050 | | | | | |
| 2051 | | | | | |
| 2052 | | | | | |
| 2053 | | | | | |
| 2054 | | | | | |

* Assumes the Bonds [have estimated interest rates ranging from ___% to ___% per year] [bear an estimated average interest rate of ___% per year]; subject to change, based on actual sale.

* Preliminary, subject to change.

DEBT TABLE D

Outstanding GO Bond Anticipation Notes

The following debt is reflected in **Debt Tables A, B and C.**

| General Purpose of Issue | Principal Amount | Due | Estimated | | Original Notes | |
|-----------------------------------|-------------------------|------------|----------------------------|----------------------|-------------------------|-------------------------|
| | | | Bond Maturity Years | Interest Rate | Year of Issuance | Principal Amount |
| Capital Facilities ^(a) | \$8,500,000 | 10/24/2024 | 30 | 6.00% | 2022 | \$8,500,000 |

^(a) The Outstanding Notes.

The ability of the City to retire BANs from the proceeds of the sale of either bonds or renewal BANs will be dependent upon the marketability of those obligations under market conditions prevailing at the time of that sale. Under present laws applicable to the City, there is no statutory maximum interest rate applicable to those bonds or renewal BANs.

DEBT TABLE E

Outstanding GO Bonds^(a)

The following debt is reflected in **Debt Tables A, B and C.**

| Issue | Date of Issuance | Final Maturity | Original Principal Amount | Outstanding Principal Amount |
|---|-------------------------|-----------------------|----------------------------------|-------------------------------------|
| Various Purpose Refunding ^(b) | 04/23/2013 | 12/01/2030 | \$8,975,000 | \$4,470,000 |
| Various Purpose | 06/03/2015 | 12/01/2035 | 12,715,000 | 6,605,000 |
| Final Judgment | 08/05/2020 | 12/01/2030 | 5,045,000 | 3,640,000 |
| [Capital Facilities] [Various Purpose Improvement and Refunding] ^(c) | 04/__/2024 | 12/01/20__ | _____ | _____ |

(a) Not included in this Table are City bond issues that have been refunded but have yet to be paid until they mature or are called for redemption in accordance with provisions of a related escrow agreement.

[(b) The Refunded Bonds.]

(c) The Bonds as described in this Official Statement. The principal amount is subject to change.

APPENDIX A*

**Comparative Cash-Basis Summary of General Fund Receipts
and Expenditures for Fiscal Years 2019 through 2023
and Budgeted Fiscal Year 2024**

[CITY TO UPDATE-certain balances do not equal amount shown, see yellow highlighting]

| | 2019 | 2020 | 2021 | 2022 | 2023 ^(a) | Budgeted 2024 |
|----------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| BEGINNING BALANCE | \$18,780,842 | \$17,098,585 | \$20,252,660 | \$24,283,163 | \$28,179,078 | \$35,559,155 |
| RECEIPTS: | | | | | | |
| Local Taxes | \$21,733,739 | \$20,180,872 | \$22,705,860 | \$23,449,986 | \$25,900,655 | \$27,050,440 |
| Intergovernmental Revenues | 958,700 | 1,065,848 | 1,218,122 | 1,292,123 | 1,309,553 | 1,341,000 |
| Charges for Services | 2,543,777 | 1,386,989 | 918,809 | 1,132,887 | 1,154,006 | 1,487,057 |
| Fines, Licenses and Permits | 1,943,731 | 1,808,834 | 1,173,146 | 2,022,727 | 2,145,685 | 1,879,853 |
| Investment Income | 1,208,528 | 849,068 | 442,047 | 1,115,112 | 4,193,692 | 2,500,000 |
| Miscellaneous | 911,037 | 44,308 | 28,318 | 294,773 | 41,503 | 143,400 |
| Transfers In | 129,797 | -0- | -0- | -0- | -0- | -0- |
| Advance In | 277,830 | 272,160 | 266,490 | 260,820 | 129,150 | -0- |
| Other Sources | 5,165,764 | 188,888 | 58,877 | 35,617 | 94,112 | -0- |
| TOTAL RECEIPTS | \$34,872,903 | \$25,796,966 | \$26,811,488 | \$29,604,044 | \$34,968,356 | \$34,401,750 |
| EXPENDITURES: | | | | | | |
| Security of Persons and Property | \$10,188,115 | \$9,024,271 | \$9,913,802 | \$10,862,611 | \$11,323,618 | \$13,126,269 |
| Leisure Time Activities | 3,501,566 | 2,572,002 | 2,329,968 | 3,014,961 | 3,353,151 | 4,114,724 |
| General Government | 14,444,616 | 5,705,476 | 5,475,365 | 6,716,896 | 7,854,078 | 12,077,879 |
| Community Environment | 2,520,138 | 2,452,697 | 3,244,023 | 3,123,113 | 3,222,142 | 4,365,239 |
| Transportation | 1,182,536 | 1,104,266 | 998,983 | 1,147,625 | 1,106,259 | 1,736,228 |
| Transfers Out | 4,718,190 | 1,784,180 | 818,845 | 541,800 | 729,032 | 738,600 |
| TOTAL EXPENDITURES | \$36,555,160 | \$22,642,891 | \$22,780,985 | \$25,407,005 | \$27,588,279 | \$34,009,664 |
| ENDING BALANCE | \$17,098,585 | \$20,252,660 | \$24,283,163 | \$28,480,202 | \$35,559,155 | \$35,951,241 |

(a) Beginning balance in 2023 restated [due to _____].

* Balances may be off due to rounding.

APPENDIX B-1

**All-Funds Summary 2022
(Cash Basis)**

| Fund | Beginning Balance | Receipts | Expenditures | Ending Balance |
|---------------------------|------------------------------|-----------------|---------------------|---------------------------|
| General | \$24,283,163 | \$29,604,044 | \$25,407,005 | \$28,480,202 |
| Street | 1,620,983 | 2,215,593 | 1,919,293 | 1,917,283 |
| State Highway | 536,228 | 157,541 | 130,876 | 562,893 |
| Tax Increment | 5,537,431 | 3,407,913 | 1,545,095 | 7,400,249 |
| Law Enforce Trust | 58,947 | 91,912 | 6,527 | 144,332 |
| Enforcement & Education | 40,175 | 1,540 | 0 | 41,715 |
| Parks & Rec Donation | 12,796 | 5,750 | 0 | 18,546 |
| Permanent Improvement | 97,215 | 0 | 0 | 97,215 |
| Clerk of Court Computer | 236,138 | 23,519 | 57,496 | 202,161 |
| County Permissive Tax | 65,991 | 0 | 0 | 65,991 |
| Cul-De-Sac Maintenance | 42,027 | 0 | 0 | 42,027 |
| ARP Fund | 1,788,633 | 1,873,280 | 348,300 | 3,313,613 |
| Court Computerization | 43,349 | 8,763 | 1,740 | 50,372 |
| Fed Law Enforce Trust | 41,324 | 3,340 | 30,980 | 13,684 |
| Treasury Equitable Share | 97,311 | 70,916 | 66,756 | 101,471 |
| AG Peace Officer Train | 6,459 | 32,804 | 0 | 39,263 |
| Street Tree | 47,215 | 0 | 0 | 47,215 |
| Public Safety | 606,493 | 1,476,541 | 1,379,586 | 703,448 |
| Right of Way | 676,118 | 76,778 | 10,510 | 742,386 |
| Parks & Recreation | 1,014,498 | 1,963,391 | 1,573,717 | 1,404,172 |
| Public Service | 1,064,071 | 1,469,645 | 910,461 | 1,623,255 |
| Opioid Settlement | 0 | 6,258 | 0 | 6,258 |
| Capital Improvement | 17,822,996 | 18,765,697 | 15,722,057 | 20,866,636 |
| Park | 113,037 | 72,000 | 0 | 185,037 |
| Park In-Lieu of Fee | 12,943 | 0 | 0 | 12,943 |
| Court Building | 320,190 | 14,683 | 0 | 334,873 |
| Federal Highway Grant | 65,316 | 0 | 0 | 65,316 |
| Bond Retirement | 1,148,548 | 2,033,371 | 2,234,152 | 947,767 |
| Tech Ctr Security Deposit | 0 | 1,500,000 | 690,511 | 809,489 |
| Police Pension | 671,133 | 1,290,543 | 1,290,543 | 671,133 |
| Police Duty Weapons | 19,751 | 3,310 | 5,807 | 17,255 |
| Public Landscape Trust | 7,816 | 0 | 0 | 7,816 |
| Stormwater | 3,752,328 | 1,223,446 | 776,725 | 4,199,049 |
| OEPA Grant | 913 | 0 | 0 | 913 |
| Water | 7,003,793 | 8,848,687 | 6,659,080 | 9,193,400 |
| Water Capital | 4,995,404 | 925,629 | 141,677 | 5,779,356 |
| Sewer | 6,884,774 | 8,021,066 | 5,956,186 | 8,949,654 |
| Sewer Capital | 4,110,696 | 1,028,095 | 227,459 | 4,911,332 |
| Leave Pay-Out Reserve | 153,416 | 239,000 | 163,470 | 228,946 |
| Unclaimed Funds | 31,327 | 35 | 0 | 31,362 |
| Special Assessment | 0 | 35,843 | 35,843 | 0 |

| Fund | Beginning Balance | Receipts | Expenditures | Ending Balance |
|------------------------|------------------------------|---------------------|---------------------|---------------------------|
| Senior Escrow | 9,578 | 1,861 | 1,400 | 10,039 |
| Park Facility Deposit | 19,531 | 0 | 4,005 | 15,526 |
| Veterans Memorial | 6,573 | 2,424 | 2,147 | 6,850 |
| Recreation Scholarship | 16,115 | 0 | 9,593 | 6,522 |
| Insurance Demolition | 0 | 20,869 | 0 | 20,869 |
| Refuse Escrow | 757,831 | 2,642,366 | 2,424,734 | 975,463 |
| Developers Escrow | 667,778 | 790,802 | 274,365 | 1,184,215 |
| Workers Comp | 649,646 | 242,218 | 324,868 | 566,996 |
| Totals | \$87,157,998 | \$90,191,473 | \$70,332,964 | \$107,016,507 |

APPENDIX B-2

**All-Funds Summary 2023
(Cash Basis)**

| Fund | Beginning Balance^(a) | Receipts | Expenditures | Ending Balance |
|---------------------------|--|-----------------|---------------------|---------------------------|
| General | \$28,179,078 | \$34,968,356 | \$27,588,279 | \$35,559,155 |
| Street | 1,917,283 | 2,249,382 | 2,013,307 | 2,153,358 |
| State Highway | 562,894 | 159,625 | 108,658 | 613,861 |
| Tax Increment | 7,400,249 | 3,811,821 | 1,554,906 | 9,657,164 |
| Law Enforce Trust | 144,332 | 37,886 | 33,833 | 148,385 |
| Enforcement & Education | 41,715 | 1,084 | 11,768 | 31,031 |
| Parks & Rec Donation | 18,546 | 2,600 | 0 | 21,146 |
| Permanent Improvement | 97,215 | 0 | 0 | 97,215 |
| Clerk of Court Computer | 202,162 | 25,657 | 31,888 | 195,931 |
| County Permissive Tax | 65,991 | 0 | 0 | 65,991 |
| Cul-De-Sac Maintenance | 42,027 | 0 | 0 | 42,027 |
| ARP Fund | 3,313,613 | 0 | 183,323 | 3,130,290 |
| Court Computerization | 50,372 | 9,538 | 1,830 | 58,080 |
| Fed Law Enforce Trust | 13,684 | 407 | 9,000 | 5,091 |
| Treasury Equitable Share | 101,472 | 1,662 | 80,381 | 22,753 |
| AG Peace Officer Train | 39,263 | 0 | 30,350 | 8,913 |
| Street Tree | 47,215 | 0 | 0 | 47,215 |
| Public Safety | 703,448 | 1,500,557 | 1,565,796 | 638,209 |
| Right of Way | 742,386 | 80,699 | 75,537 | 747,548 |
| Parks & Recreation | 1,404,171 | 2,183,070 | 2,114,268 | 1,472,973 |
| Public Service | 1,623,256 | 1,553,630 | 1,231,403 | 1,945,483 |
| Opioid Settlement | 6,258 | 28,070 | 0 | 34,328 |
| Capital Improvement | 20,866,636 | 11,147,390 | 10,529,399 | 21,484,627 |
| Park | 185,037 | 1,000 | 0 | 186,037 |
| Park In-Lieu of Fee | 12,943 | 0 | 0 | 12,943 |
| Court Building | 334,873 | 16,041 | 0 | 350,914 |
| Federal Highway Grant | 65,316 | 0 | 0 | 65,316 |
| Bond Retirement | 947,767 | 10,576,450 | 10,732,988 | 791,229 |
| Tech Ctr Security Deposit | 809,489 | 692,283 | 1,501,772 | 0 |
| Police Pension | 671,133 | 1,330,973 | 1,330,973 | 671,133 |
| Police Duty Weapons | 17,255 | 7,493 | 18,300 | 6,448 |
| Public Landscape Trust | 7,816 | 0 | 0 | 7,816 |
| Stormwater | 4,199,050 | 1,178,360 | 954,895 | 4,422,515 |
| OEPA Grant | 913 | 0 | 0 | 913 |
| Water | 9,350,314 | 8,630,897 | 8,077,414 | 9,903,797 |
| Water Capital | 5,779,355 | 697,348 | 238,010 | 6,238,693 |
| Sewer | 8,949,653 | 8,211,035 | 7,875,426 | 9,285,262 |
| Sewer Capital | 4,911,332 | 951,488 | 403,537 | 5,459,283 |
| Leave Pay-Out Reserve | 228,946 | 239,000 | 130,587 | 337,359 |
| Unclaimed Funds | 31,362 | 24 | 0 | 31,386 |
| Special Assessment | 0 | 112,907 | 112,907 | 0 |

| Fund | Beginning Balance^(a) | Receipts | Expenditures | Ending Balance |
|------------------------|--|---------------------|---------------------|---------------------------|
| Senior Escrow | 10,039 | 451 | 3,571 | 6,919 |
| Park Facility Deposit | 15,526 | 0 | 0 | 15,526 |
| Veterans Memorial | 6,850 | 1,434 | 1,802 | 6,482 |
| Recreation Scholarship | 6,522 | 0 | 0 | 6,522 |
| Insurance Demolition | 20,869 | 0 | 20,869 | 0 |
| Refuse Escrow | 975,462 | 2,506,996 | 2,552,503 | 929,955 |
| Developers Escrow | 1,184,215 | 591,135 | 456,517 | 1,318,833 |
| Workers Comp | 566,995 | 366,937 | 309,570 | 624,362 |
| Totals | \$106,872,298 | \$93,873,686 | \$81,885,567 | \$118,860,417 |

(a) Certain beginning balances for Fiscal Year 2023, including the General Fund and Water Fund, have been restated.

APPENDIX C

**Basic Financial Statements from
the City's Financial Report for Fiscal Year 2022
(Audited)**

APPENDIX D

Proposed Text of Opinion of Bond Counsel

We have served as bond counsel to our client the City of Gahanna, Ohio (the “City”) in connection with the issuance by the City of its \$ _____* [Capital Facilities] [Various Purpose Improvement and Refunding] Bonds, Series 2024[A/B] (the “Bonds”), dated the date of this letter and issued for the purpose of [(a) refunding bonds previously issued by the City for the purpose of (i) reconstructing, widening, re-paving, and otherwise improving Morrison Road, constructing drainage improvements, constructing and installing a waterline within the road right-of-way, and making related infrastructure improvements, including landscaping, traffic control devices, lighting, and related improvements and appurtenances, and (ii) constructing, installing, equipping, and otherwise improving the extension of Creekside Park, including constructing one or more parking structures and related improvements, together with all appurtenances thereto, design and traffic studies preliminary to the foregoing, and acquisition of real estate or interests in real estate necessary to accomplish the foregoing] [and (b)] paying the costs of acquiring, constructing, renovating and improving municipal facilities, including constructing, renovating and improving additional public safety facilities for police department operations, furnishing and equipping the same, improving the sites thereof, acquiring land and interests in land in connection therewith, water, sanitary sewer and storm water improvements, and other improvements, relocation, or additions to utility infrastructure, together with all necessary and related appurtenances thereto.

In our capacity as bond counsel, we have examined the transcript of proceedings relating to the issuance of the Bonds, a conformed copy of the signed and authenticated Bond of the first maturity and such other documents, matters and law as we deem necessary to render the opinions set forth in this letter.

Based on that examination and subject to the limitations stated below, we are of the opinion that under existing law:

1. The Bonds constitute valid and binding general obligations of the City, and the principal of and interest on the Bonds, unless paid from other sources, are to be paid from the proceeds of the levy of ad valorem taxes, within the ten-mill limitation imposed by law, on all property subject to ad valorem taxes levied by the City.
2. Interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended, and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. Interest on, and any profit made on the sale, exchange or other disposition of, the Bonds are exempt from all Ohio state and local taxation, except the estate tax, the domestic insurance company tax, the dealers in intangibles tax, the tax levied on the basis of the total equity capital of

* Preliminary, subject to change.

financial institutions, and the net worth base of the corporate franchise tax. We express no opinion as to any other tax consequences regarding the Bonds.

The opinions stated above are based on an analysis of existing laws, regulations, rulings and court decisions and cover certain matters not directly addressed by such authorities. In rendering all such opinions, we assume, without independent verification, and rely upon (i) the accuracy of the factual matters represented, warranted or certified in the proceedings and documents we have examined and (ii) the due and legal authorization, execution and delivery of those documents by, and the valid, binding and enforceable nature of those documents upon, any parties other than the City.

In rendering those opinions with respect to the treatment of the interest on the Bonds under the federal tax laws, we further assume and rely upon compliance with the covenants in the proceedings and documents we have examined, including those of the City. Failure to comply with certain of those covenants subsequent to issuance of the Bonds may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to their date of issuance.

The rights of the owners of the Bonds and the enforceability of the Bonds are subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or transfer, and other laws relating to or affecting the rights and remedies of creditors generally; to the application of equitable principles, whether considered in a proceeding at law or in equity; to the exercise of judicial discretion; and to limitations on legal remedies against public entities.

No opinions other than those expressly stated herein are implied or shall be inferred as a result of anything contained in or omitted from this letter. The opinions expressed in this letter are stated only as of the time of its delivery, and we disclaim any obligation to revise or supplement this letter thereafter. Our engagement as bond counsel in connection with the original issuance and delivery of the Bonds is concluded upon delivery of this letter.

Respectfully submitted,

APPENDIX E

Book-Entry System; DTC

Book-Entry System

The information set forth in the following numbered paragraphs is based on information provided by The Depository Trust Company in its “Sample Offering Document Language Describing DTC and Book-Entry-Only Issuance” (June 2013). As such, the City believes it to be reliable, but the City takes no responsibility for the accuracy or completeness of that information. It has been adapted to the Bond issue by substituting “Bonds” for “Securities,” “City” for “Issuer” and “Bond Registrar” for “registrar” or “Agent” and by the addition of the italicized language set forth in the text. See also the additional information following those numbered paragraphs.

1. The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

2. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com. *(This internet site is included for reference only, and the information in this internet site is not incorporated by reference in this Official Statement.)*

3. Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

4. To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Bond Registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments (*debt charges*) on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized

representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from the City or the Bond Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Bond Registrar, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments (*debt charges*) to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Bond Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. *(Not Applicable to the Bonds.)*

10. DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the City or the Bond Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed (*or otherwise produced*) and delivered.

11. The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed (or otherwise produced) and delivered to DTC. (*See also **Revision of Book-Entry System; Replacement Bonds.***)

12. The information (*above*) in this section concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

Direct Participants and Indirect Participants may impose service charges on Beneficial Owners in certain cases. Purchasers of book-entry interests should discuss that possibility with their brokers.

The City and the Bond Registrar have no role in the purchases, transfers or sales of book-entry interests. The rights of Beneficial Owners to transfer or pledge their interests, and the manner of transferring or pledging those interests, may be subject to applicable state law. Beneficial Owners may want to discuss with their legal advisors the manner of transferring or pledging their book-entry interests.

The City and the Bond Registrar have no responsibility or liability for any aspects of the records or notices relating to, or payments made on account of, beneficial ownership, or for maintaining, supervising or reviewing any records relating to that ownership.

The City and the Bond Registrar cannot and do not give any assurances that DTC, Direct Participants, Indirect Participants or others will distribute to the Beneficial Owners payments of debt charges on the Bonds made to DTC as the registered owner, or redemption, if any, or other notices, or that they will do so on a timely basis, or that DTC, Direct Participants or Indirect Participants will serve or act in a manner described in this Official Statement.

For all purposes under the Bond proceedings (except the Continuing Disclosure Agreement under which others as well as DTC may be considered an owner or holder of the Bonds, see **Continuing Disclosure Agreement**), DTC will be and will be considered by the City and the Bond Registrar to be the owner or holder of the Bonds.

Beneficial Owners will not receive or have the right to receive physical delivery of Bonds, and, except to the extent they may have rights as Beneficial Owners or holders under the Continuing Disclosure Agreement, will not be or be considered by the City and the Bond Registrar to be, and will not have any rights as, owners or holders of Bonds under the Bond proceedings.

Reference herein to “DTC” includes when applicable any successor securities depository and the nominee of the depository.

Revision of Book-Entry System; Replacement Bonds

The Bond proceedings provide for issuance of fully-registered Bonds (“Replacement Bonds”) directly to owners of Bonds other than DTC only in the event that DTC (or a successor securities depository) determines not to continue to act as securities depository for the Bonds. Upon occurrence of this event, the City may in its discretion attempt to have established a securities depository book-entry relationship with another securities depository. If the City does not do so, or is unable to do so, and after the Bond Registrar has made provision for notification of the Beneficial Owners of the Bonds by appropriate notice to DTC, the City and the Bond Registrar will authenticate and deliver Replacement Bonds of any one maturity, in authorized denominations, to or at the direction of any persons requesting such issuance, and, if the event is not the result of City action or inaction, at the expense (including legal and other costs) of those requesting.

Debt charges on Replacement Bonds will be payable when due without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on Replacement Bonds will be payable when due to the registered owner upon presentation and surrender at the designated corporate trust office of the Bond Registrar. Interest on Replacement Bonds will be payable on the interest payment date by the Bond Registrar by transmittal to the registered owner of record on the Bond Register as of the 15th day preceding the interest payment date. Replacement Bonds will be exchangeable for other Replacement Bonds of authorized denominations, and transferable, at the designated corporate trust office of the Bond Registrar without charge (except taxes or governmental fees). [Exchange or transfer of then-redeemable Replacement Bonds is not required to be made: (i) between the 15th day preceding the mailing of notice of redemption of Replacement Bonds and the date of that mailing, or (ii) of a particular Replacement Bond selected for redemption (in whole or part).

APPENDIX F

Proposed Form of Continuing Disclosure Agreement

CONTINUING DISCLOSURE AGREEMENT

This CONTINUING DISCLOSURE AGREEMENT, dated April __, 2024 (the “Agreement”), is made, signed and delivered by the City of Gahanna, Ohio (the “City”), a municipal corporation and political subdivision duly organized and existing under the Constitution and laws of the State of Ohio and its Charter, for the benefit of the Holders and Beneficial Owners (as defined herein) from time to time of the City’s \$ _____ * [Capital Facilities] [Various Purpose Improvement and Refunding] Bonds, Series 2024[A/B] (the “Bonds”), authorized by Ordinance[s] No. _____ - 2024 [and No. _____ -2024, each] passed by the City Council of the City on February __, 2024 ([collectively,] the “Bond Ordinance”).

RECITAL

The City, by passage of the Bond Ordinance, has determined to issue the Bonds to provide funds for City purposes, and _____ (the “Participating Underwriter”) has agreed to provide those funds to the City by purchasing the Bonds. As a condition to the purchase of the Bonds from the City and the sale of Bonds to Holders and Beneficial Owners, the Participating Underwriter is required to reasonably determine that the City has undertaken, in a written agreement for the benefit of Holders and Beneficial Owners of the Bonds, to provide certain information in accordance with the Rule (as defined herein).

NOW, THEREFORE, in accordance with the Bond Ordinance, the City covenants and agrees as set forth in this Continuing Disclosure Agreement.

Section 1. Purpose of Continuing Disclosure Agreement. This Agreement is being entered into, signed and delivered for the benefit of the Holders and Beneficial Owners of the Bonds and in order to assist the Participating Underwriter of the Bonds in complying with Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission (SEC) pursuant to the Securities Exchange Act of 1934, as may be amended from time to time (the “Rule”).

Section 2. Definitions. In addition to the definitions set forth above, the following capitalized terms shall have the following meanings in this Agreement, unless the context clearly otherwise requires. Reference to “Sections” shall mean sections of this Agreement.

“Annual Filing” means any Annual Information Filing provided by the City pursuant to, and as described in, Sections 3 and 4.

“Audited Financial Statements” means the audited basic financial statements of the City, prepared in conformity with generally accepted accounting principles.

* Preliminary, subject to change.

“Beneficial Owner” means any person that (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

“EMMA” means the Electronic Municipal Market Access system of the MSRB; information regarding submissions to EMMA is available at <http://emma.msrb.org>.

“Filing Date” means the last day of the ninth month following the end of each Fiscal Year (or the next succeeding business day if that day is not a business day), beginning September 30, 2024.

“Financial Obligation” means a (a) debt obligation, (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation, or (c) guarantee of an obligation or instrument described in either clause (a) or (b). Financial Obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

“Fiscal Year” means the 12-month period beginning on January 1 of each year or such other 12-month period as the City shall adopt as its fiscal year.

“Holder” means, with respect to the Bonds, the person in whose name a Bond is registered in accordance with the Bond Ordinance.

“MSRB” means the Municipal Securities Rulemaking Board.

“Obligated Person” means, any person, including the issuer of municipal securities (such as the Bonds), who is generally committed by contract or other arrangement to support payment of all or part of the obligations on the municipal securities being sold in an offering document (such as the Official Statement); the City is the only Obligated Person for the Bonds.

“Official Statement” means the Official Statement for the Bonds dated March ___, 2024.

“Participating Underwriter” means any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Specified Events” means any of the events with respect to the Bonds as set forth in Section 5(a).

“State” means the State of Ohio.

Section 3. Provision of Annual Information.

(a) The City shall provide (or cause to be provided) not later than the Filing Date to the MSRB an Annual Filing, which is consistent with the requirements of Section 4. The Annual Filing shall be submitted in an electronic format through EMMA, or as otherwise prescribed by the MSRB, and contain such identifying information as is prescribed by the MSRB, and may be submitted as a single document or as separate documents comprising a package, and may cross-

reference other information as provided in Section 4; provided that the Audited Financial Statements of the City may be submitted separately from the balance of the Annual Filing and later than the Filing Date if they are not available by that date. If the City's Fiscal Year changes, it shall give notice of such change in the same manner as for a Specified Event under Section 5.

(b) If the City is unable to provide to the MSRB an Annual Filing by the Filing Date, the City shall, in a timely manner, send a notice to the MSRB in an electronic format through EMMA, or as otherwise prescribed by the MSRB.

Section 4. Content of Annual Filing. The City's Annual Filing shall contain or include by reference the following:

(a) Financial information and operating data of the type included in the Official Statement under the captions: **AD VALOREM PROPERTY TAXES – Collections** and – **Delinquencies**, together with information as to aggregate assessed valuation of the City and overlapping and City tax rates; **MUNICIPAL INCOME TAX; STATE LOCAL GOVERNMENT FUNDS; CITY DEBT AND OTHER LONG-TERM OBLIGATIONS**, including **Debt Tables**, as applicable; and **Appendices A and B**.

(b) The Audited Financial Statements of the City utilizing generally accepted accounting principles applicable to governmental units as described in the Official Statement, except as may be modified from time to time and described in such financial statements.

The foregoing shall not obligate the City to prepare or update projections of any financial information or operating data.

Any or all of the items listed above may be included by specific reference to other documents, including annual informational statements of the City or official statements of debt issues of the City or related public entities, which have been submitted to the MSRB or the Securities and Exchange Commission. The City shall clearly identify each such other document so included by reference.

Section 5. Reporting Specified Events.

(a) The City shall provide to the MSRB, in an electronic format through EMMA, or as otherwise prescribed by the MSRB, and containing such identifying information as is prescribed by the MSRB and in a timely manner but not later than ten business days after the occurrence of the event, notice of any of the following events with respect to the Bonds, as specified by the Rule:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;^(a)

- (4) Unscheduled draws on credit enhancements reflecting financial difficulties; ^(a)
- (5) Substitution of credit or liquidity providers, or their failure to perform; ^(a)
- (6) (Issuance of) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security (*i.e.*, the Bonds), or other material events affecting the tax status of the security;
- (7) Modifications to rights of security holders, if material;
- (8) Bond calls, if material, and tender offers; ^[(b)]
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the securities, if material; ^(c)
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the Obligated Person; *Note: For the purposes of the event identified in this subparagraph, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an Obligated Person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligated Person, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Obligated Person.*
- (13) The consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material;

- (15) Incurrence of a Financial Obligation of the Obligated Person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the Obligated Person, any of which affect security holders, if material; and
- (16) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the Obligated Person, any of which reflect financial difficulties.

Note:

- (a) *The City has not obtained or provided, and does not expect to obtain or provide, any debt service reserves, credit enhancements or credit or liquidity providers for the Bonds.*
- (b) *[Any scheduled redemption of Bonds pursuant to mandatory sinking fund redemption requirements does not constitute a specified event within the meaning of the Rule.*
- (c) *Repayment of the Bonds is not secured by a lien on any property capable of release or sale or for which other property may be substituted.*

For the Specified Events described in Section 5(a) (2), (6, as applicable), (7), (8, as applicable), (10), (13), (14) and (15), the City acknowledges that it must make a determination whether such Specified Event is material under applicable federal securities laws in order to determine whether a filing is required.

Section 6. Amendments. The City reserves the right to amend this Agreement, and noncompliance with any provision of this Agreement may be waived, as may be necessary or appropriate to (a) achieve its compliance with any applicable federal securities law or rule, (b) cure any ambiguity, inconsistency or formal defect or omission and (c) address any change in circumstances arising from a change in legal requirements, change in law or change in the identity, nature or status of the City or type of business conducted by the City. Any such amendment or waiver shall not be effective unless this Agreement (as amended or taking into account such waiver) would have materially complied with the requirements of the Rule at the time of the primary offering of the Bonds, after taking into account any applicable amendments to or official interpretations of the Rule, as well as any change in circumstances, and until the City shall have received either (i) a written opinion of bond counsel or other qualified independent special counsel selected by the City that the amendment or waiver would not materially impair the interests of Holders or Beneficial Owners or (ii) the written consent to the amendment or waiver of the Holders of at least a majority of the principal amount of the Bonds then outstanding. An Annual Filing containing any revised operating data or financial information shall explain, in narrative form, the reasons for any such amendment or waiver and the impact of the change on the type of operating data or financial information being provided. If the amendment relates to the accounting principles to be followed in preparing Audited Financial Statements, (A) the City shall provide notice of such change in the same manner as for a Specified Event under Section 5 and (B) the Annual Filing for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements or information as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Section 7. Additional Information. Nothing in this Agreement shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Agreement or providing any other means of communication, or including any other information in any Annual Filing or providing notice of the occurrence of an event, in addition to that which is required by this Agreement. If the City chooses to include any information in any document or notice of occurrence of an event in addition to that which is specifically required by this Agreement, the City shall have no obligation under this Agreement to update such information or include it in any future Annual Filing or notice of occurrence of a Specified Event.

Section 8. Remedy for Breach. This Agreement shall be solely for the benefit of the Holders and Beneficial Owners from time to time of the Bonds. The exclusive remedy for any breach of this Agreement by the City shall be limited, to the extent permitted by law, to a right of Holders and Beneficial Owners to institute and maintain, or to cause to be instituted and maintained, such proceedings as may be authorized at law or in equity to obtain the specific performance by the City of its obligations under this Agreement in a court in Franklin County, Ohio. Any such proceedings shall be instituted and maintained only in accordance with Section 133.25(B)(4)(b) or (C)(1) of the Revised Code (or any like or comparable successor provisions); provided that any Holder or Beneficial Owner may exercise individually any such right to require the City to specifically perform its obligation to provide or cause to be provided a pertinent filing if such a filing is due and has not been made. Any Beneficial Owner seeking to require the City to comply with this Agreement shall first provide at least 30 days' prior written notice to the City of the City's failure, giving reasonable detail of such failure, following which notice the City shall have 30 days to comply. A default under this Agreement shall not be deemed an event of default under the Bond Ordinance, and the sole remedy under this Agreement in the event of any failure of the City to comply with this Agreement shall be an action to compel performance. No person or entity shall be entitled to recover monetary damages under this Agreement.

Section 9. Appropriation. The performance by the City of its obligations under this Agreement shall be subject to the availability of funds and their annual appropriation to meet costs that the City would be required to incur to perform those obligations. The City shall provide notice to the MSRB in the same manner as for a Specified Event under Section 5 of the failure to appropriate funds to meet costs to perform the obligations under this Agreement.

Section 10. Termination. The obligations of the City under this Agreement shall remain in effect only for such period that the Bonds are outstanding in accordance with their terms and the City remains an Obligated Person with respect to the Bonds within the meaning of the Rule. The obligation of the City to provide the information and notices of the events described above shall terminate, if and when the City no longer remains such an Obligated Person. If any person, other than the City, becomes an Obligated Person relating to the Bonds, the City shall use its best efforts to require such Obligated Person to comply with all provisions of the Rule applicable to such Obligated Person.

Section 11. Dissemination Agent. The City may, from time to time, appoint or engage a dissemination agent to assist it in carrying out its obligations under this Agreement, and may discharge any such agent, with or without appointing a successor dissemination agent.

Section 12. Beneficiaries. This Agreement shall inure solely to the benefit of the City, any dissemination agent, the Participating Underwriter and Holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Section 13. Recordkeeping. The City shall maintain records of all Annual Filings and notices of Specified Events and other events including the content of such disclosure, the names of the entities with whom such disclosures were filed and the date of filing such disclosure.

Section 14. Governing Law. This Agreement shall be governed by the laws of the State.

IN WITNESS WHEREOF, the City has caused this Continuing Disclosure Agreement to be duly signed and delivered to the Participating Underwriter, as part of the Bond proceedings and in connection with the original delivery of the Bonds to the Participating Underwriter, on its behalf by its officials signing below, all as of the date set forth above, and the Holders and Beneficial Owners from time to time of the Bonds shall be deemed to have accepted this Agreement made in accordance with the Rule.

CITY OF GAHANNA, OHIO

By: _____

Title: _____ Mayor _____

By: _____

Title: _____ Director of Finance _____

Approved as to form and correctness:

By: _____

Title: _____ City Attorney _____

FISCAL OFFICER’S CERTIFICATE – CONTINUING DISCLOSURE AGREEMENT

As fiscal officer of the City of Gahanna, Ohio, I certify that the money required to meet the obligations of the City under the foregoing Continuing Disclosure Agreement made by the City in accordance with the Rule, as set forth in the Bond Ordinance and the attached Continuing Disclosure Agreement, during Fiscal Year 2024, has been lawfully appropriated by the City for those purposes and is in the City treasury or in the process of collection to the credit of an appropriate fund, free from any previous encumbrances. This Certificate is given in compliance with Sections 5705.41 and 5705.44 of the Revised Code.

Dated: April __, 2024

Director of Finance
City of Gahanna, Ohio

APPENDIX G

Official Notice of Sale

\$ _____*

City of Gahanna, Ohio

General Obligation (Limited Tax)

[Capital Facilities] [Various Purpose Improvement and Refunding] Bonds, Series 2024[A/B]

Notice is given that the above-captioned bonds (the “Bonds”) are being offered for sale in accordance with this Official Notice of Sale. The City of Gahanna, Ohio (the “City”), will accept electronic bids (via PARITY®) as described below, for the purchase of all, but not less than all, of the principal amount of the Bonds until [11:00] a.m. (Ohio time) on _____, 2024. No other form of bid (electronic or otherwise) or provider of electronic bidding services will be accepted or used.

INITIAL DISCLOSURE; OFFICIAL STATEMENT

This Official Notice of Sale is not intended as a disclosure document and bidders are required to obtain and carefully review the Preliminary Official Statement relating to the Bonds dated _____, 2024 (the “Preliminary Official Statement”), before submitting a bid. The inclusion of this Official Notice of Sale as an Appendix to the Preliminary Official Statement is for purposes of convenience only. Copies of the Preliminary Official Statement, “deemed final” by the City as of its date for purposes of, and except for certain omissions as permitted by, SEC Rule 15c2-12 (the “Rule”), may be obtained in electronic format at www.digitalmuni.com.

Following the award of the Bonds, the Director of Finance, in cooperation with the successful bidder, will complete the Official Statement to indicate the principal amounts and dates of maturity, serial bonds and term bonds (if any), mandatory sinking fund redemption requirements (if any), offering prices or yields and CUSIP numbers (the accuracy of which the City will not take responsibility for), and interest rates, and the identity of the successful bidder, and provide any other information required for a final Official Statement for the purposes of the successful bidder’s compliance with SEC Rule 15c2-12(b)(3) and (4). The successful bidder will, within seven business days after the date of award, be furnished with an electronic file of the final Official Statement for purposes of the successful bidder’s compliance with the SEC Rule and will be authorized by the City to reproduce and circulate at the successful bidder’s expense hard copies of the Preliminary Official Statement (until the final Official Statement is available) and final Official Statement for use by the successful bidder in its marketing efforts and in providing electronic copies thereof to its customers. The City contemplates that the final Official Statement, among other changes, will not include this Official Notice of Sale. At the delivery of the Bonds, the successful bidder will be furnished with a certificate of the Mayor and

* Preliminary, subject to change. See **Bidding Procedures – Potential for Change in Principal Payment Schedule of Bonds** in this Official Notice of Sale.

the Director of Finance relating to the accuracy and completeness of the Preliminary Official Statement and final Official Statement.

CONTINUING DISCLOSURE

The City is the only “obligated person” under the Rule. In order to assist bidders in complying with the Rule, the City will undertake to provide, or cause to be provided, certain financial information and operating data and to provide notices of certain events, if material. Such information and notices of material events will be filed with the Municipal Securities Rulemaking Board (“MSRB”). A summary of such undertaking is contained in the Preliminary Official Statement. A copy of the undertaking is attached to the Preliminary Official Statement as Appendix F and will be included in the transcript of proceedings relating to the issuance of the Bonds.

AUTHORITY AND PURPOSE OF THE BONDS

The Bonds are being issued pursuant to Chapter 133 of the Ohio Revised Code, the City Charter, [an] ordinance[s] passed by the Council and a certificate of award provided for by [that] [those] ordinance[s].

[Bonds in the amount of \$_____ * are being issued and, together with other available funds of the City, will be used to current refund the City’s outstanding Various Purpose Refunding Bonds, Series 2013, dated April 23, 2013, currently outstanding in the amount of \$4,470,000 and maturing (or subject to mandatory sinking fund redemption) on December 1 in each of the years 2024 through 2028 and 2030 (collectively, the “Refunded Bonds”) which were originally issued for the purpose of refunding bonds issued for the purpose of (a) reconstructing, widening, re-paving, and otherwise improving Morrison Road, constructing drainage improvements, constructing and installing a waterline within the road right-of-way, and making related infrastructure improvements, including landscaping, traffic control devices, lighting, and related improvements and appurtenances, and (b) constructing, installing, equipping, and otherwise improving the extension of Creekside Park, including constructing one or more parking structures and related improvements, together with all appurtenances thereto, design and traffic studies preliminary to the foregoing, and acquisition of real estate or interests in real estate necessary to accomplish the foregoing.]

[The Bonds] [Bonds in the amount of \$_____ *] are being issued [to current refund the City’s outstanding Capital Facilities Notes, Series 2023, dated October 25, 2023 and maturing on October 24, 2024 which were issued, and to provide additional funds,] for the purpose of paying the costs of acquiring, constructing, renovating and improving municipal facilities, including constructing, renovating and improving additional public safety facilities for police department operations, furnishing and equipping the same, improving the sites thereof, acquiring land and interests in land in connection therewith, water, sanitary sewer and storm water improvements, and other improvements, relocation, or additions to utility infrastructure, together with all necessary and related appurtenances thereto.

* Preliminary, subject to change.

[The City reserves the right to determine, at pricing, to not refund the Refunded Bonds and to decrease the par amount of the Bonds by a corresponding amount.]

SECURITY AND SOURCES OF PAYMENT

The Bonds will be unvoted general obligation debt of the City payable from the sources described, subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or transfer, and other laws relating to or affecting the rights and remedies of creditors generally; to the application of equitable principles, whether considered in a proceeding at law or in equity; to the exercise of judicial discretion; and to limitations on legal remedies against public entities. The basic security for payment of the Bonds is the requirement that the City levy ad valorem property taxes within the ten-mill limitation imposed by Ohio law, to pay debt charges on the Bonds. See also the Preliminary Official Statement's discussion under **SECURITY AND SOURCES OF PAYMENT**.

BIDDING PROCEDURES

Electronic Bidding Procedures

Electronic bids must be submitted via PARITY[®] and in accordance with the provisions of this Official Notice of Sale. No other form of bid (electronic or otherwise) or provider of electronic bidding services will be accepted. For purposes of the electronic bidding process, the time as maintained by PARITY[®] shall constitute the official time with respect to all bids submitted electronically. To the extent any instructions or directions set forth in PARITY[®] conflict with this Official Notice of Sale, the terms of this Official Notice of Sale shall control. Each bidder submitting an electronic bid agrees that: (a) it is solely responsible for all arrangements with PARITY[®]; (b) PARITY[®] is not acting as the agent of the City; and (c) the City is not responsible for ensuring or verifying bidder compliance with any of the procedures of PARITY[®]. The City assumes no responsibility for, and each bidder expressly assumes the risks of and responsibility for, any incomplete, inaccurate or untimely bid submitted by the bidder through PARITY[®]. Each bidder shall be solely responsible for making necessary arrangements to access the PARITY[®] system for the purpose of submitting its bid in a timely manner and in compliance with the requirements of this Official Notice of Sale. The City shall not: (a) have any duty or obligation to provide or assure such access to PARITY[®] to any bidder; or (b) be responsible for the proper operation of, or have any liability for, any delays or interruptions of, or any damages caused by, PARITY[®].

Prospective bidders who intend to submit their bid electronically must be contracted customers of i-Deal LLC's PARITY[®] Competitive Bidding System. If a bidder does not have a contract with, PARITY[®] call (212) 849-5021. By submitting a bid for the Bonds, a prospective bidder represents and warrants to the City that such bidder's bid for the purchase of the Bonds (if a bid is submitted in connection with the sale) is submitted for and on behalf of such prospective bidder by an officer or agent who is duly authorized to bind the prospective bidder to a legal, valid, binding and enforceable contract for the purchase of the Bonds. By contracting with PARITY[®], a prospective bidder is not obligated to submit a bid in connection with the sale.

Potential for Change in Principal Payment Schedule of Bonds

As described above under **AUTHORITY AND PURPOSE OF THE BONDS**, the Bonds are being issued to finance permanent improvements [and to refund certain securities issued previously to finance permanent improvements]. To accommodate the day-to-day variability of interest rates, the City may find it necessary to adjust the aggregate principal amount and payment schedule of the issue as described below.

After the winning bidder has been determined, the City reserves the right, in its sole discretion, to change the maturity schedule set forth below under **FORM, MATURITY AND PAYMENT OF BONDS** by increasing or decreasing the principal amount of Bonds of any maturity as may be necessary, in its judgment, to provide most effectively and efficiently for each project purpose. However, if such adjustments are made, the purchase price for each maturity (as a percent of each principal amount) paid by the successful bidder shall be exactly the same as shown on the successful bid.

Should the City deem a change in the principal amount of the Bonds of any maturity to be necessary, the winning bidder will be notified of the change by 1:00 p.m. (Ohio time) on the date bids are taken. The dollar amount bid by the successful bidder will then be adjusted to reflect the actual principal amount of Bonds to be issued. Any change to the bid price will reflect adjustments to the dollar amount of original issue premium/discount and underwriter's discount, as applicable and appropriate. There will be no change to the underwriter's discount on a "per bond" basis. A change in the principal amount of Bonds within the parameters described above will not permit the winning bidder to withdraw or change its bid.

ALL-OR-NONE BIDS ONLY

Bidders may bid only to purchase all Bond maturities. A bid that does not offer to purchase all of the Bonds will not be considered. Each bid must specify an annual rate of interest for each maturity of the Bonds and a dollar purchase price for the entire issue of the Bonds.

GOOD FAITH DEPOSIT

A good faith deposit is **not** required.

INTEREST RATES

The Bonds will bear interest (computed on the basis of a 360-day year consisting of twelve 30-day months) at a rate or rates not exceeding **seven percent (7.00%)** per annum, payable on June 1 and December 1 of each year, commencing _____ 1, 2024* (the "Interest Payment Dates"). Bids shall specify the interest rate or rates (multiples of 1/20 or 1/100 of 1%) that the Bonds are to bear. Each annual maturity must bear a single rate of interest from the dated date of the Bonds to the date of maturity. The reoffering price for each maturity may not be less than 97% of the par amount.

* Preliminary, subject to change.

FORM, MATURITY AND PAYMENT OF BONDS*

The Bonds shall be issued in fully registered form in the denominations of \$5,000 or any integral multiple thereof; shall be dated the date of issuance (April __, 2024*) and shall mature on December 1 in the years 2025* through 2054* in the following principal amounts:

| Year | Principal Amount* | Year | Principal Amount* |
|------|-------------------|------|-------------------|
| 2025 | \$ | 2040 | \$ |
| 2026 | | 2041 | |
| 2027 | | 2042 | |
| 2028 | | 2043 | |
| 2029 | | 2044 | |
| 2030 | | 2045 | |
| 2031 | | 2046 | |
| 2032 | | 2047 | |
| 2033 | | 2048 | |
| 2034 | | 2049 | |
| 2035 | | 2050 | |
| 2036 | | 2051 | |
| 2037 | | 2052 | |
| 2038 | | 2053 | |
| 2039 | | 2054 | |

TERM BONDS OPTIONS

Any bidder may, at its option, specify that particular maturities of the Bonds for which the same rate of interest is specified in its bid shall be issued as term bonds subject to mandatory sinking fund redemption by the City in consecutive years immediately preceding the maturity thereof (a "Term Bond"). In the event that the successful bidder specifies that any maturity of the Bonds shall be issued as a Term Bond, that Term Bond shall be subject to mandatory sinking fund redemption on December 1, in each applicable year, in the principal amount for such year as set forth above under **FORM, MATURITY AND PAYMENT OF BONDS**, at a redemption price equal to the principal amount to be redeemed, plus interest accrued thereon to the redemption date, without premium.

OPTIONAL REDEMPTION PROVISIONS

The Bonds maturing on or after December 1, 20__* are subject to prior redemption, by and at the sole option of the City, either in whole or in part (as selected by the City) on any date on or after [December] 1, 20__*, in integral multiples of \$5,000, at par plus, in each case, accrued interest to the redemption date.

* See **Bidding Procedures – Potential for Change in Principal Amount of Bonds** in this Official Notice of Sale.

* Preliminary, subject to change.

MINIMUM AND MAXIMUM BID PRICE

Bidders must specify a purchase price of not less than **_____ % nor greater than _____ %** of the aggregate principal amount of the Bonds. The successful bidder must pay accrued interest (if any, but none is anticipated), computed on the basis of a 360-day year consisting of twelve 30-day months, from the date of the Bonds (April ___, 2024) to their date of delivery.

BASIS OF AWARD

[Bidders must specify a purchase price of not less than 100% of the aggregate principal amount of the Bonds, plus accrued interest (if any) to the date of delivery.]

The Bonds will be awarded by the Director of Finance to the best bidder whose bid produces the lowest overall true interest cost (“TIC”) for the City.

TIC for the Bonds (expressed as an annual interest rate) will be that annual interest rate equal to twice the discount rate, compounded semiannually, that when applied to the aggregate semiannual debt service payment (interest, or principal and interest, as due) for the Bonds will cause the sum of those discounted semiannual payments to equal the aggregate bid price (exclusive of accrued interest). Semiannual debt service payments begin on _____ 1, 2024*. The TIC shall be calculated from the proposed dated date of the Bonds (April ___, 2024) and shall be based upon the aggregate principal amount of Bonds and maturities thereof set forth above in this Official Notice of Sale, and the interest rates for the Bonds and bid price submitted in accordance with this Official Notice of Sale. If two (2) or more bids offer the same TIC, the Bonds will be awarded to the bidder whose bid was first received.

Any informality or failure to conform to the instructions contained in this Official Notice of Sale may be waived by the Director of Finance, and the Director of Finance may reject any or all of the bids submitted. All determinations and the award by the Director of Finance shall be final.

RATING[S]

The Bonds have been rated “___” (___ outlook) by Moody’s Investors Service, Inc. The rating assigned is shown on the Cover. No application for a rating has been made by the City to any other rating service.

BOND REGISTRAR AND PAYING AGENT

The Bond Registrar and Paying Agent for the Bonds will be The Huntington National Bank, in Columbus, Ohio.

[ESCROW TRUSTEE]

[The Escrow Trustee for the Refunded Bonds will be Huntington National Bank, in Columbus, Ohio.]

BOOK-ENTRY-ONLY SYSTEM

The Bonds will be initially registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York (“DTC”) under DTC’s Book-Entry-Only system of registration. Purchasers of interests in the Bonds (the “Beneficial Owners”) will not receive physical delivery of bond certificates and ownership by the Beneficial Owners of the Bonds will be evidenced by book-entry-only. As long as Cede & Co. is the registered owner of the Bonds as nominee of DTC, payments of principal and interest will be made directly to such registered owner which in turn will remit, according to DTC’s rules and regulations, such payments to the DTC participants for subsequent disbursement to the Beneficial Owners.

CUSIP NUMBERS AND DTC ELIGIBILITY

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bonds nor any error with respect thereto shall constitute cause for failure or refusal by the successful bidder to accept delivery of and pay for the Bonds in accordance with its agreement to purchase the Bonds. It shall be the responsibility of the Municipal Advisor to timely obtain such CUSIP numbers. The successful bidder will be responsible for the costs of obtaining such CUSIP numbers, as described below under **COSTS OF ISSUANCE**.

It is anticipated that the Bonds will be issued in book-entry-only form and eligible for custodial deposit with The Depository Trust Company (DTC), New York, New York; however, it will be the responsibility of the successful bidder to obtain such eligibility. Failure of the successful bidder to obtain DTC eligibility shall not constitute cause for failure or refusal by the successful bidder to accept delivery of and pay for the Bonds in accordance with its agreement to purchase the Bonds.

ESTABLISHMENT OF ISSUE PRICE

(a) The winning bidder shall assist the City in establishing the issue price of the Bonds and shall execute and deliver to the City at Closing an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as **Attachment 1**, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the City and Bond Counsel. All actions to be taken by the City under this Official Notice of Sale to establish the issue price of the Bonds may be taken on behalf of the City by the City’s Municipal Advisor identified herein and any notice or report to be provided to the City may be provided to the City’s Municipal Advisor.

(b) The City intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Bonds) will apply to the initial sale of the Bonds (the “competitive sale requirements”) because:

- (1) the City shall disseminate this Official Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders shall have an equal opportunity to bid;
- (3) the City anticipates receiving bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the City anticipates awarding the sale of the Bonds to the bidder who submits a firm offer to purchase the Bonds at the highest price (or lowest interest cost), as set forth in this Official Notice of Sale.

Any bid submitted pursuant to this Official Notice of Sale shall be considered a firm offer for the purchase of the Bonds, as specified in the bid. **As described in more detail in the following paragraphs, if the competitive sale requirements are not satisfied AND the City determines to apply the hold-the-offering-price rule (as described in the following paragraph) to any maturity of the Bonds, all bids shall be cancelled and deemed withdrawn, UNLESS the prospective winning bidder affirmatively confirms its bid and agrees to comply with the hold-the-offering-price rule, in the manner described below.**

Bidders should prepare their bids on the assumption that the City will determine the issue price of the Bonds either based on the reasonably expected initial offering price to the public or by application of the 10% test. No bidder will be required to comply with the hold-the-offering-price rule in connection with the initial sale of the Bonds to the public unless the bidder has confirmed its bid and agreed to comply with the hold-the-offering-price rule, as described below.

Paragraphs (c) through (g) below shall apply only in the event that the competitive sale requirements are not satisfied.

(c) In the event that the competitive sale requirements are not satisfied, the City shall so advise the prospective winning bidder prior to awarding the Bonds. The City may determine to treat (i) the first price at which 10% of each maturity of the Bonds (the “10% test”) is sold to the public as the issue price of that maturity and/or (ii) the initial offering price to the public as of the sale date of any maturity of the Bonds as the issue price of that maturity (the “hold-the-offering-price rule”), in each case applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity). The prospective winning bidder shall advise the City if any maturity of the Bonds satisfies the 10% test as of the date and time of the award of the Bonds. The City shall promptly advise the prospective winning bidder, at or before the time of award of the Bonds, which maturities (and if different interest rates apply within a maturity, which separate CUSIP number within that maturity) of the Bonds shall be subject to the 10% test or shall be subject to the hold-the-offering-price rule.

(d) If the City has determined to apply the hold-the-offering-price rule to any maturity of the Bonds, no award shall be made to the prospective winning bidder and all bids

shall be cancelled and deemed withdrawn unless and until the prospective winning bidder has affirmatively confirmed its bid and agreed to comply with the hold-the-offering-price rule. The prospective winning bidder must provide that confirmation to the City no later than 90 (ninety) minutes after receiving notification that the City has determined to apply the hold-the-offering-price rule to any maturity of the Bonds. Such confirmation may be provided orally, but must be promptly confirmed in writing.

If the prospective winning bidder does not provide its confirmation within the required time period, the prospective winning bidder's bid shall be cancelled and deemed to be withdrawn. The City thereupon may award the Bonds to another bidder, provided that the new prospective winning bidder confirms its bid and agrees to comply with the hold-the-offering-price rule, or the City may cancel the sale of the Bonds, as set forth in this Official Notice of Sale. **If the City has determined to apply the 10% test to all maturities of the Bonds, no bids shall be cancelled or deemed withdrawn and the City shall award the Bonds in accordance with this Official Notice of Sale.**

(e) If the City has determined to apply the hold-the-offering-price rule to any maturity of the Bonds and the winning bidder has confirmed its bid and its agreement to comply with the hold-the-offering-price rule, the winning bidder shall also confirm that the underwriters have offered or will offer the Bonds to the public on or before the date of award at the offering price or prices (the "initial offering price"), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder. The winning bidder further shall agree, on behalf of the underwriters participating in the purchase of the Bonds, that the underwriters will neither offer nor sell unsold Bonds of any maturity to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

- (1) the close of the fifth (5th) business day after the sale date; or
- (2) the date on which the underwriters have sold at least 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public.

The winning bidder shall promptly advise the City when the underwriters have sold 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public, if that occurs prior to the close of the fifth (5th) business day after the sale date.

(f) With respect to each maturity of the Bonds for which the City has determined to apply the 10% test, the winning bidder agrees to promptly report to the City the prices at which the unsold Bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the Closing Date has occurred, until the 10% test has been satisfied as to the Bonds of that maturity or until all Bonds of that maturity have been sold to the public.

(g) The City acknowledges that, in making the representation set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the hold-the-offering-price rule, as set forth in an agreement among underwriters and the related pricing

wires, (ii) in the event a selling group has been created in connection with the initial sale of the Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the hold-the-offering-price rule, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter is a party to a third-party distribution agreement that was employed in connection with the initial sale of the Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the hold-the-offering-price rule, as set forth in the third-party distribution agreement and the related pricing wires. The City further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the hold-the-offering-price rule and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement to comply with its corresponding agreement regarding the hold-the-offering-price rule as applicable to the Bonds.

(h) By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable, to (A) report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public and (B) comply with the hold-the-offering-price rule, if applicable, in each case if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to (A) report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder or such underwriter that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public and (B) comply with the hold-the-offering-price rule, if applicable, in each case if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires.

(i) Sales of any Bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Official Notice of Sale. Further, for purposes of this Official Notice of Sale:

- (1) “public” means any person other than an underwriter or a related party,
- (2) “underwriter” means (A) any person that agrees pursuant to a written contract with the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Bonds to the public (including a member of a selling

group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the public),

- (3) a purchaser of any of the Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and

- (4) “sale date” means the date that the Bonds are awarded by the City to the winning bidder.

(j) Any “underwriter” (as defined in subsection (i)(2) above), by making a bid pursuant to this Official Notice of Sale, represents to the City, Bond Counsel and the Municipal Advisor that it has an established industry reputation for underwriting new issuances of municipal bonds.

COSTS OF ISSUANCE

Responsibility for payment of the costs of issuance of the Bonds will be as follows:

Responsibility of the successful bidder: The successful bidder will be responsible for the payment of the fees of CUSIP, DTC and any other industry assessments pertaining to the Bonds. The successful bidder will also be responsible for the payment of any legal expenses incurred as a result of legal counsel retained by the successful bidder. The City will not be responsible for such costs and expenses. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via PARITY[®] are the sole responsibility of the bidders, and the City is not responsible, directly or indirectly, for any of such costs or expenses.

Responsibility of the City: The City will be responsible for the payment of all other costs of issuance, including the fees and expenses of the Municipal Advisor, Bond Counsel and the Bond Registrar, the fees of rating agencies, the Ohio Municipal Advisory Council and electronic distribution costs of the Preliminary Official Statement and final Official Statement. The City will not be responsible for or pay any other fees and expenses associated with the delivery of the Bonds. The successful bidder shall be responsible for all other fees and expenses not specifically included in this paragraph as being the responsibility of the City.

DELIVERY OF BONDS; LEGAL OPINION

The City will pay the cost of preparing the Bonds. The Bonds will be delivered to DTC or its agent on April ___, 2024*, or at such other time and to such other place as may be mutually acceptable to the successful bidder and the City. Payment of the full purchase price, plus accrued interest, shall be made to the City or at its direction on the date of delivery, in lawful money of the United States of America, by wire transfer or transfers not later than 10:00 a.m. (Ohio time) to a bank account or accounts to be designated by the City, without cost to the City. **By submitting a bid, the bidder acknowledges that the City may request payment of the purchase price in multiple wire transfers.**

The opinion of Squire Patton Boggs (US) LLP, Bond Counsel to the City, will be furnished to the successful bidder at the time of delivery of the Bonds. The text of the proposed form of that opinion is attached as Appendix D to the Preliminary Official Statement. See also the Preliminary Official Statement's discussion of **OPINION OF BOND COUNSEL** and **TAX MATTERS**.

A complete transcript of proceedings and a certificate (described in the Preliminary Official Statement under **LITIGATION**) relating to litigation will be delivered by the City when the Bonds are delivered by the City to the successful bidder. The City at that time will also provide to the successful bidder a certificate, signed by the City officials who sign the Official Statement and addressed to the successful bidder, relating to the accuracy and completeness of the Official Statement and to its being a "final official statement" in the judgment of the City for purposes of SEC Rule 15c2-12(b)(3).

The successful bidder, by submitting its bid, agrees to furnish to the City and Bond Counsel, a certificate in the form attached as **Attachment 1** to this Official Notice of Sale, verifying information as to the bona fide initial offering prices of the Bonds to the public and sales of the Bonds appropriate for determination of the issue price of, and the yield on, the Bonds under the Internal Revenue Code of 1986, as amended, and such other documentation as and at the time requested by Bond Counsel.

LIMITED ROLE OF MUNICIPAL ADVISOR

The City has retained Baker Tilly Municipal Advisors, LLC, in Columbus, Ohio (the "Municipal Advisor"), to provide financial advice in connection with the City's issuance of the Bonds. The Municipal Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement. The Municipal Advisor is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

QUESTIONS

Any questions concerning the Bonds should be addressed to the Director of Finance, whose contact information is listed below, or to the City's Municipal Advisor, Baker Tilly

* Preliminary, subject to change.

Municipal Advisors, LLC (Brian S. Cooper – (614) 987-1681) or the City’s Bond Counsel, Squire Patton Boggs (US) LLP (Allison M. Binkley – (614) 365-2799).

Dated: _____, 2024

CITY OF GAHANNA, OHIO

By: /s/ Joann Bury
Director of Finance
City of Gahanna, Ohio
200 S. Hamilton Road
Gahanna, Ohio 43230
Telephone: (614) 342-4060
Telecopy: (614) 342-4100
E-Mail: joann.bury@gahanna.gov

ATTACHMENT 1

UNDERWRITER'S CERTIFICATE

\$ _____
City of Gahanna, Ohio
[Capital Facilities] [Various Purpose Improvement and Refunding] Bonds, Series
2024[A/B]

Dated April __, 2024

UNDERWRITER'S CERTIFICATE

_____ (“[name of underwriter]”), as underwriter for the bonds identified above (the “**Issue**”), issued by the City of Gahanna, Ohio (the “**Issuer**”), based on its knowledge regarding the sale of the Issue, certifies as of this date as follows:

[If the competitive sale meets the definition in Regulations § 1.148-1(f)(3) by attracting at least three bids from underwriters that have established industry reputations for underwriting new issuances of tax-exempt obligations and as reflected in the representations below):

(1) **Issue Price.**

(A) As of the Sale Date, the reasonably expected initial offering prices of the Issue to the Public by [name of underwriter] are the prices listed in the final Official Statement, dated _____, 2024, for the Issue (the “**Expected Offering Prices**”). The Expected Offering Prices are the prices for the Maturities of the Issue used by [name of underwriter] in formulating its bid to purchase the Issue. Attached as **Schedule A** is a true and correct copy of the bid provided by [name of underwriter] to purchase the Issue.

(B) [name of underwriter] was not given the opportunity to review other bids prior to submitting its bid.

(C) The bid submitted by [name of underwriter] constituted a firm offer to purchase the Issue.

(D) The aggregate of the Expected Offering Prices of each Maturity is \$ _____ (the “**Issue Price**”).]

[If the competitive sale fails to attract at least three bids from underwriters that have established industry reputations for underwriting new issuances of tax-exempt obligations and the issue price is determined using the general rule (actual sales of at least 10%) in Regulations § 1.148-1(f)(2)(i):

(1) Issue Price.

(A) As of the date of this Certificate, for each Maturity of the Issue, the first price at which at least 10% of such Maturity of the Issue was sold to the Public is the respective price listed in the final Official Statement, dated _____, 2024, for the Issue (the “**Sale Price**” as applicable to respective Maturities). The aggregate of the Sale Prices of each Maturity is \$ _____ (the “**Issue Price**”).]

[If the competitive sale fails to attract at least three bids from underwriters that have established industry reputations for underwriting new issuances of tax-exempt obligations and the issue price is determined using a combination of actual sales (Regulations § 1.148-1(f)(2)(i)) and hold-the-offering-price (Regulations § 1.148-1(f)(2)(ii)):

(1) Issue Price.

(A) As of the date of this Certificate, for each Maturity listed on **Schedule A** as the “General Rule Maturities,” the first price at which at least 10% of such Maturity was sold to the Public is the respective price listed in **Schedule A** (the “**Sale Price**” as applicable to each Maturity of the General Rule Maturities).

(B) On or before the Sale Date, [name of underwriter] offered the Maturities listed on **Schedule A** as the “Hold-the-Offering-Price Maturities” to the Public for purchase at the respective initial offering prices listed in the final Official Statement, dated _____, 2024, for the Issue (the “**Initial Offering Prices**” as applicable to each Maturity of the Hold-the-Offering-Price Maturities). A copy of the pricing wire or equivalent communication for the Issue is attached to this Certificate as **Schedule B**.

(C) As set forth in the Official Notice of Sale and bid award, [name of underwriter] has agreed in writing that, (i) for each Maturity of the Hold-the-Offering-Price Maturities, it would neither offer nor sell any portion of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “**hold-the-offering-price rule**”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any third-party distribution agreement shall contain the agreement of each broker-dealer who is a party to the third-party distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to such agreement, no Underwriter has offered or sold any Maturity of the Hold-the-Offering-Price Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Issue during the Holding Period.

(D) The aggregate of the Sale Prices of the General Rule Maturities and the Initial Offering Prices of the Hold-the-Offering-Price Maturities is \$ _____ (the “**Issue Price**”).]

[If the competitive sale fails to attract at least three bids from underwriters that have established industry reputations for underwriting new issuances of tax-exempt obligations and the issue price is determined using only the hold-the-offering-price rule in Regulations § 1.148-1(f)(2)(ii):

(1) **Issue Price.**

(A) [name of underwriter] offered, on or before the Sale Date, each Maturity of the Issue to the Public for purchase at the respective initial offering prices listed in the final Official Statement, dated _____, 2024, for the Issue (the “**Initial Offering Prices**”). A copy of the pricing wire or equivalent communication for the Issue is attached to this Certificate as **Schedule A**. The aggregate of the Initial Offering Prices of each Maturity is \$ _____ (the “**Issue Price**”).

(B) As set forth in the Official Notice of Sale and bid award, [name of underwriter] has agreed in writing that, (i) for each Maturity of the Issue, it would neither offer nor sell any portion of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “**hold-the-offering-price rule**”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any third-party distribution agreement shall contain the agreement of each broker-dealer who is a party to the third-party distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to such agreement, no Underwriter has offered or sold any Maturity of the Issue at a price that is higher than the respective Initial Offering Price for that Maturity of the Issue during the Holding Period.]

() **Definitions.**

[“**Holding Period**” means, for each Hold-the-Offering-Price Maturity of the Issue, the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale Date (_____, 2024), or (ii) the date on which [name of underwriter] has sold at least 10% of such Maturity of the Issue to the Public at a price that is no higher than the Initial Offering Price for such Maturity.]

“**Maturity**” means bonds of the Issue with the same credit and payment terms. Bonds of the Issue with different maturity dates, or bonds of the Issue with the same maturity date but different stated interest rates, are treated as separate Maturities.

“**Public**” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this Certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

[“**Sale Date**” means the first day on which there is a binding contract in writing for the sale of a Maturity of the Issue. The Sale Date of the Issue is _____, 2024.]

“**Underwriter**” means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Issue to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Issue to the Public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Issue to the Public).

All capitalized terms not defined in this Certificate have the meaning set forth in the Issuer’s Tax Compliance Certificate for the Issue (the “**Tax Certificate**”) or in Attachment A to the Tax Certificate.

(2) **Yield.** The Yield on the Issue is _____%, being the discount rate that, when used in computing the present worth of all payments of principal and interest to be paid on the Issue, computed on the basis of a 360-day year and semi-annual compounding, produces an amount equal to the Issue Price of the Issue as stated in paragraph (1) [and computed with the adjustment stated in paragraph (6)].

(3) **Weighted Average Maturity.** The weighted average maturity (defined below) of the Issue is _____ of a year[, and the remaining weighted average maturity of the [Current Refunded Bonds] [Outstanding Prior Issue] is _____ years]. The weighted average maturity of an issue is equal to the sum of the products of the issue price of each maturity of the issue and the number of years to the maturity date of the respective maturity (taking into account mandatory but not optional redemptions), divided by the issue price of the entire Issue.

(4) **Underwriter’s Discount.** [Name of underwriter]’s discount is \$ _____, being the amount by which the aggregate Issue Price (as set forth in paragraph (1)) exceeds the price paid by [name of underwriter] to the Issuer for the Issue.

[(5) **Discount Maturities Subject to Mandatory Early Redemption.** No Maturity that is subject to mandatory early redemption has a stated redemption price that exceeds the Expected Offering Price of such Maturity by more than one-fourth of 1% multiplied by the product of its stated redemption price at maturity and the number of years to its weighted average maturity date.]

[Or]

[(5) **Discount Maturities Subject to Mandatory Early Redemption.** The stated redemption price at maturity of the Maturities that mature in the year[s] 20__, which Maturities are the only Maturities of the Issue that are subject to mandatory early redemption, exceeds the Expected Offering Price of such Maturities by more than one-fourth of 1% multiplied by the product of the stated redemption price at maturity and the number of years to the weighted average maturity date of such Maturities. Accordingly, in computing the Yield on the Issue stated in paragraph (2), those Maturities were treated as redeemed on each mandatory early redemption date at their present value rather than at their stated principal amount.]

[(6) **Premium Maturities Subject to Optional Redemption.** No Maturity of the Issue:

- Is subject to optional redemption within five years of the Issuance Date of the Issue.
- That is subject to optional redemption has an Expected Offering Price that exceeds its stated redemption price at maturity by more than one-fourth of 1% multiplied by the product of its stated redemption price at maturity and the number of complete years to its first optional redemption date.]

[Or]

[(6) **Premium Maturities Subject to Optional Redemption.** The Maturities that mature in the year[s] 20__ are the only Maturities that are subject to optional redemption before maturity and have [an Expected Offering Price] [an Initial Offering Price or Sale Price, as applicable,] that exceeds their stated redemption price at maturity by more than one fourth of 1% multiplied by the product of their stated redemption price at maturity and the number of complete years to their first optional redemption date. Accordingly, in computing the Yield on the Issue stated in paragraph (2), each such Maturity was treated as retired on its optional redemption date or at maturity to result in the lowest yield on that Maturity. No Maturity is subject to optional redemption within five years of the Issuance Date of the Issue.]

[Or]

[(7) **No Discount or Premium Maturities.** No Maturity was sold at an original issue discount or premium.]

[(6 or 8) **No Stepped Coupon Maturities.** No Maturity bears interest at an increasing interest rate.]

The signer is an officer of [name of underwriter] and duly authorized to execute and deliver this Certificate. The representations set forth in this Certificate are limited to factual matters only. Nothing in this Certificate represents [name of underwriter]'s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Issue, and by Squire Patton Boggs (US) LLP, as bond counsel, in connection with rendering its opinion that the interest on the Issue is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Issue.

Dated: April __, 2024

[NAME OF UNDERWRITER]

By: _____

Title: _____

If the competitive sale requirements are met:

**SCHEDULE A
COPY OF [NAME OF UNDERWRITER]'S BID**

(Attached)

If the issue price is determined using the general rule (actual sales):

**SCHEDULE A
SALE PRICES OF EACH MATURITY (IF DIFFERENT THAN THE INITIAL
OFFERING PRICES)**

(Attached)

**If the issue price is determined using a combination of the general rule (actual sales) and
hold-the-offering-price rule:**

**SCHEDULE A
SALE PRICES OF THE GENERAL RULE MATURITIES AND
INITIAL OFFERING PRICES OF THE HOLD-THE-OFFERING-PRICE MATURITIES**

(Attached)

**SCHEDULE B
PRICING WIRE OR EQUIVALENT COMMUNICATION**

(Attached)

**If the issue price is determined using only the hold-the-offering-price rule in Regulations
§ 1.148-1(f)(2)(ii):**

**SCHEDULE A
INITIAL OFFERING PRICES OF THE ISSUE**

(Attached)

**SCHEDULE B
PRICING WIRE OR EQUIVALENT COMMUNICATION**

(Attached)