

**ORDINANCE
OF THE CITY OF WHEELING**

AN ORDINANCE AUTHORIZING AND APPROVING THE DESIGN, ACQUISITION, CONSTRUCTION, IMPROVEMENT, FURNISHING AND EQUIPPING OF PROPERTY TO BE CONVEYED BY THE CITY OF WHEELING (THE "CITY") TO THE CITY OF WHEELING MUNICIPAL BUILDING COMMISSION (THE "BUILDING COMMISSION") LOCATED AT 2000 EOFF STREET, WHEELING, WEST VIRGINIA, FOR USE AS A POLICE HEADQUARTERS (THE "PROJECT") BY THE CITY AND THE ISSUANCE BY THE BUILDING COMMISSION OF ITS LEASE REVENUE BONDS, IN ONE OR MORE SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$8,000,000 (THE "BONDS"), TO FINANCE THE COSTS THEREOF, THE FUNDING OF A DEBT SERVICE RESERVE FUND FOR THE BONDS, IF REQUIRED, AND THE PAYMENT OF COSTS OF ISSUANCE OF THE BONDS AND RELATED COSTS; AUTHORIZING AND APPROVING THE CONVEYANCE OF ALL REAL AND PERSONAL PROPERTY CONSTITUTING THE PROPERTY OF THE PROPOSED POLICE HEADQUARTERS WITH ALL BUILDINGS, IMPROVEMENTS, FIXTURES, EQUIPMENT, RIGHTS OF WAY AND APPURTENANCES ASSOCIATED THEREWITH BY THE CITY TO THE BUILDING COMMISSION; AUTHORIZING THE LEASING OF THE PROPERTY OF THE PROPOSED POLICE HEADQUARTERS TOGETHER WITH ALL BUILDINGS, IMPROVEMENTS, FIXTURES, EQUIPMENT, RIGHTS OF WAY AND APPURTENANCES ASSOCIATED THEREWITH BY THE CITY FROM THE BUILDING COMMISSION PURSUANT TO A LEASE AGREEMENT TO BE EXECUTED AND DELIVERED BY THE MAYOR OF THE CITY; AUTHORIZING THE PREPARATION OF A PRELIMINARY OFFICIAL STATEMENT TO BE USED IN CONNECTION WITH THE SALE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY BY THE MAYOR OF THE CITY OF A CONTINUING DISCLOSURE AGREEMENT, AN OFFICIAL STATEMENT, AND A BOND PURCHASE AGREEMENT AMONG THE CITY, THE BUILDING COMMISSION AND THE UNDERWRITER FOR THE BONDS; APPROVING THE ADOPTION BY THE CITY OF CONTINUING DISCLOSURE POLICIES AND PROCEDURES WITH RESPECT TO THE CONTINUING DISCLOSURE AGREEMENT TO BE EXECUTED BY THE CITY IN CONNECTION WITH THE ISSUANCE OF THE BONDS; AND AUTHORIZING OTHER NECESSARY ACTIONS IN CONNECTION WITH THE FOREGOING.

WHEREAS, The City of Wheeling, West Virginia (the "City"), desires to authorize the design, acquisition, construction, improvement, furnishing and equipping of certain real estate, together with the improvements thereon, located at 2000 Eoff Street, Wheeling, West Virginia (the "Property") as a police headquarters (collectively, the "Project"), which Property is to be conveyed by the City to the Building Commission (as hereinafter defined) prior to the

issuance of the hereinafter described Bonds and which Property is to be leased by the Building Commission to and used by the City as a police headquarters;

WHEREAS, the City desires to transfer the Property to the Building Commission pursuant to such deeds or other instruments of conveyance (the “Deed”), the proposed form of which shall be as approved in one or more supplemental resolutions to be adopted by the City (the “Supplemental Resolution” whether one or more).

WHEREAS, the Wheeling Municipal Building Commission, a public corporation and municipal building commission of the State of West Virginia which has been created by the City (the “Building Commission”), desires to issue and the City desires to request and authorize the issuance by the Building Commission of its Lease Revenue Bonds, in one or more series, in an aggregate principal amount not to exceed \$8,000,000 (the “Bonds”) for the purpose of financing costs of the Project, funding a Debt Service Reserve Fund for the Bonds, if required, and paying costs of issuance of the Bonds and related costs;

WHEREAS, the City desires to lease the Property from the Building Commission in accordance with the terms and provisions of a Lease Agreement between the Building Commission, as Lessor, and the City, as Lessee (the “Lease”), to be dated as of or prior to the date of issuance of the Bonds (the “Closing”) or such other date as may be set forth in the Supplemental Resolution, as further described herein (the Lease and any other lease of any or all of the Property permitted by the Indenture, as hereinafter defined, are collectively referred to herein as the “Leases”);

WHEREAS, the City also desires to enter into a Bond Purchase Agreement among the Building Commission, the City and Piper Sandler & Co. (the “Underwriter”), relating to the purchase by the Underwriter of the Bonds, the proposed form of which shall be as approved by the Supplemental Resolution (the “Bond Purchase Agreement”);

WHEREAS, the Bonds will be issued pursuant to a Bond Indenture and Security Agreement (the “Indenture”) to be dated as of the date of Closing, between the Building Commission and WesBanco Bank, Inc., as Trustee (the “Trustee”);

WHEREAS, there will be prepared with respect to the Bonds a Preliminary Official Statement (the “Preliminary Official Statement”), the proposed form of which shall be approved by the Supplemental Resolution;

WHEREAS, the principal of and the premium, if any, and interest on the Bonds will be secured by, among other things, a Credit Line Deed of Trust, Fixture Filing and Security Agreement (the “Deed of Trust”), to be dated on or prior to the date of the Closing, to be executed and delivered by the Building Commission in favor of the Trustee granting a first priority lien on the Property;

WHEREAS, the City will enter into a Continuing Disclosure Agreement with respect to the Bonds, by and between the City and WesBanco Bank, Inc., as continuing disclosure agent (the “Continuing Disclosure Agreement”) pursuant to the terms of which the City will agree to provide ongoing periodic disclosure of financial and operating data of the City and to disclose the occurrence of certain material events therein in order to assist the Underwriter

in its compliance with Rule 15c2-12 of the Securities and Exchange Commission (the “Rule”) and facilitate the sharing of information with the beneficial owners of the Bonds;

WHEREAS, the City desires to approve and adopt the Continuing Disclosure Policies and Procedures attached hereto and made a part hereof as **Exhibit A** in order to facilitate its compliance with the Continuing Disclosure Agreement and the Rule;

WHEREAS, the proceeds of the Bonds will be used to finance costs of the Project, the funding of a Debt Service Reserve Fund for the Bonds, if required, and the costs of issuing the Bonds and related costs, and the balance of such costs of the Project and of issuing the Bonds not paid with proceeds of the Bonds will be paid with other funds of the City lawfully available for such purpose; and

WHEREAS, the City has determined that (i) there is an urgent need by the City for the Project to be financed in whole or in part with the proceeds of the Bonds and to be leased to the City as described herein, and (ii) that the financing structure described herein is the most efficient method to finance the proposed Project.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY OF WHEELING, WEST VIRGINIA THAT:

1. The City is authorized to convey the Property to the Building Commission for the purpose of facilitating the Project and the Building Commission is authorized to grant a lien and security interest in and to the Property pursuant to the Deed of Trust, the Indenture and other appropriate documents as may be determined by Steptoe & Johnson PLLC, as bond counsel to the Building Commission for the issuance of the Bonds (“Bond Counsel”), and the Underwriter.

2. The Building Commission is authorized and requested to issue the Bonds, in one or more series, in an aggregate principal amount not to exceed \$8,000,000 pursuant to the terms to be set forth in the Indenture, for the purposes of financing costs of the Project, funding a Debt Service Reserve Fund for the Bonds, if required, and paying costs of issuance of the Bonds and related costs.

3. The City is authorized to undertake all activities in connection with the Project, including but not limited to, engaging such architects, engineers and other design, construction and site consultants as may be necessary and paying the fees and costs thereof, acquiring all necessary real and personal property including but not limited to the Property, undertaking all demolition, site remediation and site preparation that may be necessary in connection with the Property, entering into all construction contracts that may be necessary in connection therewith and performing under such construction contracts, requisitioning the proceeds of the Bonds for the purpose of paying costs of the Project and costs of issuance of the Bonds and disbursing proceeds of the Bonds and other funds of the City for the purpose of paying costs necessary in connection with the acquisition of the Property, all demolition, site remediation and site preparation necessary in connection with the Property, the undertaking of the Project, costs of issuance of the Bonds, funding a Debt Service Reserve Fund for the Bonds, if required, and related costs and otherwise undertaking all activities that may be necessary in connection with the foregoing.

4. The City shall be authorized to enter into the Lease with the Building Commission to lease the Property, as designed, acquired, constructed, improved, furnished and equipped pursuant to the Project, from the Building Commission for an amount of rent equal to the scheduled payments of principal of, premium, if any, interest on and other costs associated with the Bonds which shall be payable by the Building Commission with respect to the Bonds and which Lease with the Building Commission will require the City to perform certain other duties and obligations and to pay certain costs and expenses related to such Property and the financing thereof as to be more specifically set out in said Lease as additional consideration for said Lease.

5. The City shall be authorized to enter into the Bond Purchase Agreement and the Continuing Disclosure Agreement.

6. The form of the Lease for the Bonds shall be as approved by the Supplemental Resolution. The Mayor, the City Manager and the City Clerk of the City are hereby authorized and directed to execute and deliver the Lease for the Bonds with such changes, insertions and omissions as may be required to reflect the terms of sale of the Bonds and as may be approved by the Mayor, the City Manager and the City Clerk executing the Lease. The execution of the Lease by the Mayor, the City Manager and the City Clerk shall be conclusive evidence of such approval.

7. The form of the Bond Purchase Agreement for the Bonds shall be as approved by the Supplemental Resolution. The Mayor and the City Manager of the City are hereby authorized and directed to execute and deliver the Bond Purchase Agreement for the Bonds with such changes, insertions and omissions as may be required to reflect the terms of sale of the Bonds and as may be approved by the Mayor and the City Manager executing the Bond Purchase Agreement. The execution of the Bond Purchase Agreement by the Mayor and the City Manager shall be conclusive evidence of such approval.

8. The form of the Continuing Disclosure Agreement for the Bonds shall be as approved by the Supplemental Resolution. The Mayor and the City Manager of the City are hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement for the Bonds with such changes, insertions and omissions as may be required to reflect the terms of sale of the Bonds and as may be approved by the Mayor and the City Manager executing the Continuing Disclosure Agreement. The execution of the Continuing Disclosure Agreement by the Mayor and the City Manager shall be conclusive evidence of such approval.

9. The City hereby adopts the Continuing Disclosure Policies and Procedures attached hereto as **Exhibit A** and the use of such policies and procedures by its appropriate officers and employees in order to assist in compliance with the Continuing Disclosure Agreement and the Rule.

10. The form of the Preliminary Official Statement for the Bonds shall be as approved by the Supplemental Resolution and the Underwriter shall be authorized to utilize the same in the marketing and sale of the Bonds. The Official Statement, substantially in the form of the Preliminary Official Statement, with such changes and insertions as may be authorized by the Rule, shall be approved and the Underwriter shall be authorized to utilize the same in the marketing and sale of the Bonds.

11. The Mayor, the City Manager, and the City Clerk and other officers of the City are hereby authorized and directed to execute and deliver on behalf of the City such agreements, certificates and other documents, including without limitation, a Tax Certificate and a Rule 15c2-12 Certificate in connection with the issuance of the Bonds in such forms as may be approved by the Mayor and the City Manager of the City, the execution of the subject documents by the Mayor and the City Manager of the City to be conclusive evidence of such approval. The City Clerk of the City is hereby authorized and directed to attest any documents relating to the Bonds that the City Clerk reasonably determines should be so attested and to affix the seal of the City thereon. All prior acts taken by the Mayor, the City Manager and the City Clerk and other officers, employees and agents of the City in connection therewith are hereby ratified and affirmed in every respect.

12. The Mayor, the City Manager and the City Clerk and other officers of the City are hereby authorized and directed to take such other actions as may be reasonably necessary to consummate the foregoing transactions.

13. All ordinances, orders, resolutions or parts thereof in conflict with the provisions of this Ordinance, are, to the extent of such conflict, hereby repealed.

14. This Ordinance shall become effective following the public hearing hereon.

15. Upon adoption hereof, an abstract of this Ordinance, determined by the City to contain sufficient information as to give notice of the contents hereof, shall be published once a week for two successive weeks within a period of fourteen consecutive days, with at least six full days intervening between each publication, in the Wheeling Intelligencer, a newspaper published and of general circulation in the City, together with a notice stating that this Ordinance has been adopted on first reading, and that the City contemplates the leasing of the Property from the Building Commission and the issuance of the Bonds by the Building Commission, and that any person interested may appear before the City upon a date certain, not less than ten days subsequent to the date of the first publication of the said abstract and notice, and present protests, and that a certified copy of the Ordinance is on file in the office of the City Clerk of the City for review by interested parties during regular office hours. At such hearing, all objections and suggestions shall be heard and the Council of the City shall take such action as it shall deem proper in the premises.

Adopted on First Reading: July 6, 2021

Placed Into Effect on Second
Reading Following Public Hearing: July 20, 2021

2021. Ordained by The City of Wheeling, West Virginia, on this the 20th day of July,

CITY OF WHEELING

By: Its Mayor

By: Its City Manager

APPROVED AS TO FORM:

By: _____
City Attorney

CERTIFICATION

The undersigned, being the duly appointed and qualified City Clerk of The City of Wheeling does hereby certify that the foregoing Ordinance was duly enacted by the City of Wheeling at regular or special meetings duly held, pursuant to proper notice thereof, on July 6, 2021, and July 20, 2021, quorums being present and acting throughout, and which Ordinance has not been amended, modified, rescinded, repealed, annulled, revoked or otherwise altered as witness my hand and the seal of The City of Wheeling this ___ day of _____, 2021.

THE CITY OF WHEELING

By: Its City Clerk

EXHIBIT A

CONTINUING DISCLOSURE POLICIES AND PROCEDURES