

RESOLUTION NO. 12-2018

Approving a Written Debt Policy to Provide Guidance
Governing the Issuance, Management, Evaluation, and
Reporting of All Debt Obligations.

WHEREAS, the City of Worthington, Ohio (the “City”) has previously issued bonds and other obligations for the purpose of financing various capital improvements in or affiliated with, the City; and,

WHEREAS, the City intends to finance future capital improvements through the issuance of debt; and,

WHEREAS, the adoption of a written Debt Policy is not intended to unduly restrict the debt program of the City; and,

WHEREAS, the City Council of the City (the “Council”) desires to formally approve a written policy outlining policies and procedures to guide the issuance, management, evaluation, and reporting of all debt obligations.

NOW, THEREFORE, BE IT RESOLVED by the Council of the Municipality of Worthington, County of Franklin, State of Ohio:

SECTION 1. Approval of a Written Debt Policy. This Council hereby approves a written debt policy (the “Policy”). On behalf of the City, the Finance Director is hereby authorized to execute the Policy, which Policy shall be in the form attached hereto as EXHIBIT A.

SECTION 2. It is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this resolution were taken in an open meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Ohio Revised Code.

SECTION 3. That the Clerk be and hereby is instructed to record this Resolution in full in the appropriate resolution book.

Adopted March 5, 2018

/s/ Bonnie D. Michael
President of Council

Attest

/s/ D. Kay Thress
Clerk of Council

EXHIBIT A

City of Worthington, Ohio Debt Policy FINAL

The purpose of this debt policy (the “Debt Policy”) is to establish parameters and provide guidance governing the issuance, management, evaluation, and reporting on all debt obligations of the City of Worthington, Ohio (the “City”). Implementation of this policy will provide a framework for the decision-making process and demonstrate the City’s commitment to long-term fiscal sustainability and sound financial planning. Adherence to a debt policy helps to ensure that a government maintains a sound debt position and that its long term credit quality is protected.

The Debt Policy is not intended to unduly restrict the debt program of the City. It is intended to guide the City and provide both City Council and the City Manager a framework for making debt related decisions. From time to time, debt proposals with characteristics that deviate from the parameters described below may be advantageous to the City. If the City Manager brings such proposals to City Council, he/she shall fully disclose the extent to which the proposals comply with this policy. In instances where proposals are not in compliance with the policy, those aspects of the proposals shall be disclosed and a rationale for deviating from the policy will be provided.

Inventory possible financing options: This Debt Policy identifies the City Finance Director (the “Finance Director”) as chief debt officer of the City. The Finance Director shall use the following inventory of possible financing options as a guide when developing a plan of finance for any given capital project.

Cash Financing from Available Sources: The City has historically paid for a significant portion of its capital budget on a cash basis. The City expects to use cash to pay for capital expenditures that recur on a routine basis or when reserves are available that are not expected to be needed for other purposes in the foreseeable future.

Before the issuance of debt, the Finance Director shall confirm that the project or acquisition cannot first be accomplished with the use of cash on hand or it would be more advantageous to finance the project. Available cash may come from several sources including general fund cash, capital projects funds, grant proceeds, donations, proceeds from the sale of assets, or any other legally available funds.

Types of projects where cash funding is appropriate and encouraged fall under the following categories:

- The purchases of assets whose lives are shorter than five years and don’t meet the criteria for inclusion in the City’s Capital Improvement Program.
- Recurring maintenance expenditures (i.e. street repair vs. street reconstruction).
- When market conditions are unstable or present difficulties in achieving acceptable borrowing rates.

Lease Agreements and Alternative Financing Sources: The City will always consider seeking alternative sources of financing including lease agreements, grants or low interest loans. Leasing arrangements may be offered by banks or leasing companies and grants and low interest rate loans may be offered through federal, state, or local programs as an alternative to entering the capital markets. Such grant and loan programs might include, Ohio Water Development Authority or Ohio Public Works Commission Loans and State Infrastructure Bank Loans. All reasonable sources of low cost capital will be considered prior to recommending bond or note financing to City Council.

The goal in seeking such alternatives is to (i) reduce the cost of capital and (ii) preserve the debt capacity of the City and its various enterprises. Such programs often offer non-callable loan programs for a period of up to 30 years. These non-callable financing options should normally be considered (i) during periods of low interest rates and (ii) when it is clear that the use of such programs has the least impact on future rate increases (in the case of utility projects), if applicable.

The Finance Director in consultation with the City Manager and City Council shall determine if the use of these programs meets the financing goals and objectives of the City. To the extent such a program or loan satisfies the goals and objectives above, the Finance Director will recommend to the City Manager and City Council to use the program or loan to finance

the project or acquisition. The Finance Director will advise the City Manager and City Council if there are other overriding considerations, which make using such program impractical. Such instances may include timing concerns, program limitations and environmental requirements.

Use of General Obligation Debt: The City intends to use general obligation debt for capital improvements which the City considers to be part of its long term capital improvement program. To the extent that the City has sufficient general obligation capacity under the direct statutory debt limits and the Charter Millage Limitation, and the financial ability to make the debt service payment, the City will consider issuing general obligation bonds for its capital improvements.

Debt Limits: All debt issued by the City shall conform to State law including constitutional and statutory debt limitation and Ohio's Uniform Bond Law related to the issuance of voted and un-voted general obligation bonds and notes and revenue obligations. The City shall structure all transactions to avoid exceeding such debt limitations. The Finance Director shall use his/her best effort to preserve the City's direct un-voted general obligation capacity of at least 10% to address any future, unforeseen or extraordinary events which may require an immediate infusion of capital into the City's infrastructure, facilities or equipment. Such minimum capacities will be reviewed by the Finance Director from time to time and are subject to change as needed and recommended by the Finance Director. A pledge of the City's income tax may be utilized to exempt un-voted general obligation bonds from the City's direct debt limit in order to meet the goals of this policy.

Direct Debt Limits: The City's Direct Debt Limits are outlined in the attached Addendum.

Charter Millage Limitation: Through its Charter, the City has imposed limitations on the amount of millage available to support un-voted indebtedness which are more restrictive than the ten-mill limitation imposed by general Ohio law. An eight mill limitation is placed on the amount of taxes that may be levied for all municipal purposes. The Charter millage limitation supersedes the ten-mill limitation, which would otherwise apply to the City.

Charter Millage Limitation: The City's Charter Millage Limitation is outlined in the attached Addendum.

Integration with Capital Improvement Program: Issuance of debt shall generally be related to and integrated with the City's long term Capital Improvement Program. The City has a comprehensive rolling 5-year Capital Improvement Program which is updated annually by the City Manager with the advice/cooperation of the Finance Director and presented to City Council for review and approval.

Source of Repayment: The Finance Director shall identify and make recommendations to the City Manager and City Council regarding the specific revenue source(s) to be used to repay the proposed debt obligations, along with expected impacts on the operating budget, rates, or user fees prior to the issuance of the debt. Such revenue should be adequate to cover debt service charges for the full term of the repayment period. When such revenue streams are also used for operations (such as income tax revenues) the debt obligations should be structured so as not to burden the City's general fund or ongoing operations.

Cash Flow Borrowing: The City has no intention of borrowing for cash flow purposes. Borrowing will be limited to long term capital expenses only.

General Terms of Debt Issuance: The maximum term of any debt issuance by the City shall be limited to the useful life of the assets(s) being financed. The City has the option to issue debt for a shorter period of time if it is deemed appropriate by the Finance Director and the City Manager. Generally, any debt taken on by the City shall have a level repayment schedule avoiding any balloon or bullet maturities. With respect to long term fixed rate debt issuances the City shall use its best efforts to utilize optional redemption features that give the City maximum flexibility with respect to refinancing and restructuring debt in the future.

Short-Term Debt Guidelines: The City shall consider the use of short term notes (i.e. notes with final maturities of five years or less) as a source of permanent financing for projects with useful lives of less than ten years. Additionally, notes may be used as a temporary funding source prior to and in anticipation of a bond sale. The City may also consider notes when there is an immediate need for financing less than \$5 million.

Short-term notes are suitable as long term financing tools designed to manage interest costs. If short term notes are being utilized for long-term financing, the City shall schedule annual principal payments similar to a fixed rate bond issue. Additionally, to minimize overall interest rate risk, the amount of variable rate financing shall not exceed 25% of the City's outstanding debt.

Long-Term Debt Guidelines: Long-term bonds are recommended for projects having useful lives of ten years or longer and for amounts of \$5 million or greater.

Criteria for issuance of current refunding bonds: Periodic reviews of all outstanding debt will be undertaken to determine refunding opportunities. Refunding will be considered (within federal tax law constraints) if and when there is a net economic benefit of at least 3%-5% of the amount refunded or if the refunding is essential in order to modernize covenants to thereby improve operations and management.

Economic Development: From time to time, the City is asked to support economic development projects through the creation of tax increment financing (TIF) districts. The City will be guided by the following policies in determining the level of support that it will provide to TIF projects.

- **General Obligation Support:** The City will consider placing its general obligation support behind an issuance of TIF supported bonds if the proceeds are being used to construct capital improvements already part of the City's long term capital plan. As a general rule, the City will not lend general obligation support for developer driven projects where the improvements would not be consistent with the City's long-term economic development objectives.
- **Development Risk:** The City will use its best efforts to avoid assuming "development risk" – the risk that a project will be completed on a timely basis and generate the assessed valuation projected by the developer. The City will seek meaningful guarantees from the developer to insulate the City against development risk. Tools available to reduce the City's exposure to development risk include personal or corporate guarantees from the developer, letters of credit provided by the developer, guaranteed minimum TIF payments, and the issuance of TIF revenue bonds directly to the developer.

Selection of Finance Professionals: As chief debt officer of the City, the Finance Director shall have the authority to make recommendations to the City Manager regarding decisions related to the use of financing instruments and the subsequent approval from City Council so long as such decisions are made in accordance with this Debt Policy. The Finance Director shall seek the advice and guidance of the appropriate financial consultants when evaluating the use of any financing instrument including forgivable and zero percent loans offered by Federal, State, or other agencies. Those financial consultants can include but are not limited to municipal advisors, public finance investment bankers, bond counsel, accounting firms, State of Ohio Auditor's office, County Auditor's office, and the City's law director. The Finance Director shall have the authority to determine which consultants to seek advice and guidance from on a case by case basis. The Finance Director may retain the services of any qualified financial professional to assist the research and execution of a financing instrument on any basis that the Finance Director and City Manager deem appropriate and most beneficial to the City pursuant to the goals and objectives contained herein. The terms of any agreement with financial professionals, including bond counsel, shall be determined by the Finance Director with consultation of the City Manager, and based on their best efforts to retain the greatest possible representation and expertise for the City at a cost that is commensurate with the value of the successful financing initiative(s), subject to approval by City Council. The Finance Director and the City Manager, with consent from City Council, shall maintain the authority to change the City's financial consultants at any time.

Investment of Proceeds: The Finance Director will invest project proceeds subject to the City's Investment Policy, as adopted by City Council, in a timely manner. If a Trust Indenture is created, then the specific language of that indenture will be followed if it is more limiting than the City's Investment Policy.

Use of Credit Ratings: The City will use its best efforts to maintain its current "AAA" rating over time and will provide updated City financial information (such as audited and unaudited financial statements) on an annual basis and any additional requested information in a timely fashion upon request from the rating agency. Rating requests related to the

issuance of securities shall be made by the Finance Director on a case by case basis. Rating surveillance and rating requests shall be given full attention in an effort to maximize the rating outcome. When engaging with a rating agency on a formal basis, presentations should include but not be limited to full and complete economic, management and financial updates, a detailed review of financial and managerial policies and procedures, economic development updates and any other key factors considered in the then current rating criteria published by the rating agency.

Market Disclosure Practices: The City will report on an annual basis all financial information to the Municipal Securities Rulemaking Board through EMMA as required by all applicable continuing disclosure agreements and laws. This information will include the City's audited and unaudited financial statements. The City maintains a Post Issuance Compliance Policy and acknowledges the City's responsibilities with respect to the provision of annual continuing disclosure requirements and pledges to make all reasonable efforts to assist in complying with SEC (Securities and Exchange Commission) Rules and MSRB (Municipal Securities Rulemaking Board) Rules.

Derivative Products: The City will not entertain the use of derivative products including swaps, swaptions or other long term interest rate management contractual relationships until such time as such issues as counterparty risk, collateral requirements, termination risk and other risk factors have been formally incorporated into the City's debt policy and shared with the rating agencies.

Addendum
As of December 31, 2017

This Addendum to the Debt Policy outlines the City's current Direct and Indirect Debt Limits as of the date of this Addendum. This Addendum may be updated from time to time as needed, or as determined by the Finance Director.

Direct Debt Limits: The statutory General Obligation debt limits of the City are 10.5% of its Assessed Value for voted debt and 5.5% of its Assessed Value for unvoted debt. Certain issuances of General Obligation debt are exempt from the Direct Debt Limit Calculations such as "self-supporting" enterprise debt. Below is a table outlining the City's Direct Debt Limits, outstanding general obligation debt and balance of unvoted general obligation debt remaining:

Direct Debt Limit	
City's Assessed Value 2016	\$585,006,080.00
Voted - Maximum Allowable (10.5%)	\$61,425,638.40
Un-voted - Maximum Allowable (5.5%)	\$32,175,334.40
Outstanding Voted GO Debt	\$0.00
Outstanding Un-voted GO Debt	\$6,785,000.00
Un-voted GO Debt Exempt from Limit	\$6,785,000.00
Un-voted GO Debt Subject to Limit	\$0.00
Balance of Un-voted GO Debt Limit	\$32,175,334.40
10% of Un-voted Debt Limit	\$3,217,533.44

As stated in the Debt Policy, the Finance Director shall use his or her best efforts to preserve the City's direct un-voted general obligation capacity of at least ten percent. Ten percent of the City's current direct un-voted debt limit is \$3,217,533.44.

Charter Millage Limitation: Based upon the maximum debt service schedule required for the City's existing and/or projected outstanding un-voted general obligation debt, the highest debt service requirement in any year for all City debt subject to the eight-mill charter limitation is estimated to be approximately \$1,102,929.50 in 2020. The payment of that annual debt service would require a levy of approximately 1.8853 mills per \$1.00 of assessed valuation based on current (tax collection year 2017) assessed value of \$585,006,080. [Of this maximum annual debt service requirement, all is expected to be paid by the City from sources other than ad valorem taxes, such as City income taxes and enterprise revenues.]

As stated above, the maximum amount of millage theoretically required to pay debt service on the un-voted notes and bonds of the City is approximately 1.8853 mills. There remains 6.1147 mills within the Charter millage limitation that has yet to be allocated to debt service by the City and that is available to the City in connection with the issuance of additional un-voted general obligation debt.