

RECORD OF ORDINANCES

CITY OF UPPER ARLINGTON
STATE OF OHIO

ORDINANCE NO. 2-2021

AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$55,000,000 OF INCOME TAX SPECIAL OBLIGATION SECURITIES FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, IMPROVING, FURNISHING AND EQUIPPING A NEW COMMUNITY CENTER FOR FITNESS, RECREATION, AND GROUP ACTIVITIES FOR SENIORS, FAMILIES, YOUTH, AND OTHERS ON THE SITE OF THE OLD LAZARUS/MACY'S STORE AT KINGSDALE SHOPPING CENTER, INCLUDING LANDSCAPING AND MAKING SITE IMPROVEMENTS, ACQUIRING LAND AND INTERESTS IN LAND, AND REIMBURSING PRIOR EXPENDITURES OF THE CITY IN CONNECTION WITH THE SAME; PROVIDING FOR THE PLEDGE OF REVENUES FROM THE CITY'S INCOME TAX TO SECURE THE PAYMENT OF PRINCIPAL OF AND INTEREST ON THE SECURITIES; AUTHORIZING THE USE AND DELIVERY OF AN OFFICIAL STATEMENT RELATING TO THE SECURITIES

WHEREAS, the City of Upper Arlington, Ohio (the "City") levies an income tax at a rate of 2.50% pursuant to Chapter 203 of the Codified Ordinances of the City for the purposes of general municipal operations, capital improvements, maintenance and repair of equipment, streets and other physical properties, purchase of new equipment, extension and enlargement of municipal services and facilities, and the payment of principal and interest on debt issued by the City (the "Income Tax"); and

WHEREAS, pursuant to Article XVIII, Section 3 of the Ohio Constitution, the City is authorized to issue special obligation revenue securities supported by the Income Tax and in anticipation of the receipt of revenues of the Income Tax (the "Revenues"); and

WHEREAS, the City has determined to acquire, construct, improve, furnish and equip a new community center for fitness, recreation, and group activities for seniors, families, youth, and others on the site of the old Lazarus/Macy's store at Kingsdale Shopping Center, including landscaping and site improvements, to acquire land and interests in land, and reimburse prior expenditures of the City in connection with the same (the "Project");

WHEREAS, Council has determined that it is now necessary and proper to authorize the issuance of not to exceed \$55,000,000 of such income tax special obligation securities of the City for the purpose of providing funds to pay costs of the Project;

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Upper Arlington, Ohio:

SECTION 1. **Definitions and Interpretation.** In addition to the words and terms elsewhere defined in this Ordinance, unless the context or use clearly indicates another or different meaning or intent:

“Additional Securities” means any additional bonds, or notes issued in anticipation of bonds, of the City which may be subsequently issued and payable solely from the Revenues on a parity with the Securities.

“Authorized Denominations” means, except as otherwise provided in the Certificate of Award, (A) in the case of Bonds, the denomination of \$5,000 or any integral multiple in excess thereof, and (B) in the case of Notes, the denomination of \$100,000 or any integral multiple of \$5,000 in excess thereof.

“Bond Counsel” means the law firm of Bricker & Eckler LLP.

“Bonds” means the Community Center Income Tax Special Obligation Bonds authorized in Section 2 hereof.

“Book entry form” or “book entry system” means a form or system under which (a) the ownership of book entry interests in Securities and the principal of and interest on the Securities may be transferred only through a book entry, and (b) physical certificates in fully registered form are issued by the City only to a Depository or its nominee as registered owner, with the Securities “immobilized” in the custody of the Depository or its designated agent. The book entry maintained by others than the City is the record that identifies the owners of book entry interests in those Securities and that principal and interest.

“Certificate of Award” means one or more certificates authorized by Section 4, to be executed by the Finance Director, setting forth and determining those terms or other matters pertaining to the Securities and their issuance, sale and delivery as this Ordinance requires or authorizes to be set forth or determined therein.

“Code” means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor

provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

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

“Financing Costs” means any Original Purchaser compensation, rating fees, Registrar fees, Municipal Advisor fees, printing and distribution costs, Bond Counsel and other legal fees, and other miscellaneous expenses associated with the issuance of the Securities.

“Holder” or “holder” or “registered owner”, or any similar term means the person in whose name any of the Securities are registered, or the Holder or owner of Securities as may otherwise be prescribed by the Certificate of Award.

“Interest Payment Dates” means the dates specified in the Certificate of Award.

“Municipal Advisor” means Bradley Payne, LLC.

“Notes” means the notes, if any, issued in anticipation of the Bonds and authorized in Section 2 hereof.

“Original Purchaser” means Stifel, Nicolaus & Company, Incorporated.

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

“Purchase Agreement” means the Purchase Agreement between the City and the Original Purchaser, and executed by the Finance Director in accordance with Section 12.

“Register” means all books and records necessary for the registration, exchange and transfer of Securities as provided in Section 9.

“Registrar” means a bank or trust company authorized to do business in the State of Ohio and designated by the Finance Director in the Certificate of Award pursuant to Section 9 as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Securities under the Registrar Agreement and until a successor Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Registrar” shall mean the successor Registrar.

“Registrar Agreement” means the Registrar Agreement between the City and the Registrar, and executed by the Finance Director in accordance with Section 9.

“Regulations” means Treasury Regulations issued pursuant to the Code or to the statutory predecessor of the Code.

“Securities” means, collectively, the Bonds and Notes.

The captions and headings in this Ordinance are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Ordinance unless otherwise indicated.

SECTION 2.

Authorization of Issuance of Securities. It is hereby declared necessary to issue bonds of the City, or notes in anticipation of the issuance of bonds, in one or more series, in anticipation of the levy of the Income Tax and receipt of the Revenues, in the aggregate principal sum of not to exceed \$55,000,000, or such lesser amount as shall be determined by the Finance Director and certified to this Council, which Securities shall be designated “Community Center Income Tax Special Obligation Bonds,” or as otherwise designated by the Finance Director, for the Project.

SECTION 3.

Authorized Denominations. The Securities shall be issued as fully registered bonds in Authorized Denominations; shall be numbered consecutively from R-1 upward, as determined by the Finance Director; shall be dated the date determined by the Finance Director and set forth in the Certificate of Award provided for hereinbelow; and shall bear interest, payable semiannually on such dates as shall be determined by the Finance Director and set forth in the Certificate of Award, until the principal sum is paid or provision has been duly made therefor. Interest shall be calculated on the basis of a 360-day year

of twelve 30-day months. Coupons shall not be attached to the Securities.

SECTION 4.

Certificate of Award. The sale and award of the Securities shall be evidenced by one or more Certificates of Award. Each Certificate of Award shall (a) set forth the aggregate principal amount and the final terms of the Securities, which aggregate principal amount and terms, subject to the limitations set forth in this Ordinance, (b) the dated date for the Securities, (c) the dates on which interest on the Securities is to be paid (each, an "Interest Payment Date"), (d) the purchase price for the Securities (which shall be not less than 97% of the face value thereof), (e) the maturity schedule for the Securities, (f) the interest rates for the Securities (provided that the true interest cost for all Bonds in the aggregate shall not exceed 5.5% per annum), (g) the optional and mandatory redemption provisions, if any, and (h) such other terms not inconsistent with this Ordinance as the Finance Director shall deem appropriate.

SECTION 5.

Interest Payments on the Securities. The Bonds shall be issued with interest payable semiannually on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor (the "Current Interest Bonds") or with interest compounded on each Interest Payment Date but payable only at maturity (the "Capital Appreciation Bonds") in such proportions as shall be set forth in the Certificate of Award. The Current Interest Bonds shall be in Authorized Denominations, and the Capital Appreciation Bonds shall be in the denominations on the date of their issuance and delivery equal to the principal amount which, when interest is accrued and compounded thereon, beginning on the date of delivery to the Original Purchaser (as defined hereinbelow), and each Interest Payment Date thereafter, will equal the Authorized Denominations. The Current Interest Bonds shall be dated such date as shall be determined by the Finance Director and set forth in the Certificate of Award and the Capital Appreciation Bonds shall be dated their date of delivery to the Original Purchaser. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months. Coupons shall not be attached to the Securities. Any Notes issued pursuant to this Ordinance shall be issued with interest payable at maturity or as otherwise specified in the Certificate of Award.

SECTION 6.

Redemption Provisions. The Current Interest Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Award. If optional redemption of the Current Interest Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Current Interest Bonds of the same maturity will take place, the

Current Interest Bonds to be redeemed by optional redemption shall be selected by the Registrar prior to the selection of the Current Interest Bonds to be redeemed at par pursuant to mandatory redemption on the same date.

When partial redemption is authorized, the Registrar shall select a Current Interest Bond or portions thereof by lot within a maturity in such manner and in such denominations as the Registrar may determine, provided, however, that the portion of any Current Interest Bond so selected will be in Authorized Denominations.

The notice of the call for redemption of a Current Interest Bond shall identify (i) by designation, letters, numbers or other distinguishing marks, the Current Interest Bond or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. From and after the specified redemption date interest on the Current Interest Bond (or portions thereof) called for redemption shall cease to accrue. Such notice shall be sent by first class mail at least 30 days prior to the redemption date to each Holder of the Current Interest Bond to be redeemed at the address shown in the Register on the 15th day preceding the date of mailing. Failure to receive such notice of any defect therein shall not affect the validity of the proceedings for the redemption of any Current Interest Bond.

Any Notes issued pursuant to this Ordinance shall be subject to redemption as provided in the Certificate of Award.

SECTION 7.

Execution and Authentication of Securities. The Securities shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Ordinance and shall be executed by the Finance Director and the City Manager of the City (the "City Manager"), in their official capacities; provided that either or both of their signatures may be a facsimile. No Securities shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Ordinance unless and until a certificate of authentication, as printed on the Securities, is signed by the Registrar as authenticating agent. Authentication by the Registrar shall be conclusive evidence that the Securities so authenticated have been duly issued and delivered under this Ordinance and are entitled to the security and benefit of this Ordinance. The certificate of authentication may be signed by any officer or officers of the Registrar or by such other person acting as an agent of the Registrar as shall be approved by the Finance Director on behalf of the City. It

shall not be necessary that the same authorized person sign the certificate of authentication on all of the Securities.

SECTION 8.

Interest Payments. The principal of and interest on the Securities shall be payable in lawful money of the United States of America without deduction for the services of the Registrar as paying agent. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the principal office of the Registrar. Each of the Securities shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any of the Securities is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Except in the case where interest on the Notes is payable at maturity, interest on any of the Securities shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Securities are registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Register at the address appearing therein.

Unless otherwise provided in the Certificate of Award, the principal of and interest on the Notes shall be payable upon presentation and surrender of the Notes at the office of the Registrar.

Any interest on any Securities which is payable, but is not punctually paid or provided for, on any Interest Payment Date (herein called "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Record Date by virtue of having been such owner and such Defaulted Interest shall be paid to the registered owner in whose name the Securities are registered at the close of business on a date (the "Special Record Date") to be fixed by the Registrar, such Special Record Date to be not more than 15 nor less than 10 days prior to the date of proposed payment. The Registrar shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each Holder, at such Holder's address as it appears in the Register, not less than 10 days prior to such Special Record Date, and may, in its discretion, cause a similar notice to be published once in a newspaper in each place where Securities are payable, but such publication shall not be a condition precedent to the establishment of such Special Record Date.

Subject to the foregoing provisions of this Section, any Securities delivered by the Registrar upon transfer of or in exchange for or in lieu of any other Securities shall carry the rights to interest accrued and unpaid, and to accrue, which were carried by such other Securities.

SECTION 9.

Registration; Transfer and Exchange. The Finance Director is hereby authorized and directed to serve as the Registrar or to execute on behalf of the City a Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Finance Director and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as the Registrar for the Securities. If at any time the Registrar shall be unable or unwilling to serve as such, or the Finance Director in such officer's discretion shall determine that it would be in the best interest of the City for such functions to be performed by another party, the Finance Director may, and is hereby authorized and directed to enter into an agreement with a national banking association or other appropriate institution experienced in providing such services, to perform the services required of the Registrar hereunder. Each such successor Registrar shall promptly advise all Holders of the change in identity and new address of the Registrar. So long as any of the Securities remain outstanding, the City shall cause to be maintained and kept by the Registrar, at the office of the Registrar, the Register. Subject to the provisions hereof, the person in whose name any Bond shall be registered on the Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any Securities shall be made only to or upon the order of that person. Neither the City nor the Registrar shall be affected by any notice to the contrary, but the registration may be changed as herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Securities, including the interest thereon, to the extent of the amount or amounts so paid.

Any Securities, upon presentation and surrender at the office of the Registrar, together with a request for exchange signed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Registrar, may be exchanged for Securities of the same form and of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Securities surrendered, and bearing interest at the same rate and maturing on the same date.

Securities may be transferred only on the Register upon presentation and surrender thereof at the office of the Registrar, together with an

assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Registrar. Upon that transfer, the Registrar shall complete, authenticate and deliver Securities of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Securities surrendered, and bearing interest at the same rate and maturing on the same date.

The City and the Registrar shall not be required to transfer or exchange (i) any Securities during a period beginning at the opening of business fifteen (15) days before the day of mailing of a notice of redemption of Securities, and ending at the close of business on the day of such mailing, or (ii) any Securities selected for redemption, in whole or in part, following the date of such mailing.

In all cases in which Securities are exchanged or transferred hereunder, the City shall cause to be executed and the Registrar shall authenticate and deliver Securities in accordance with the provisions of this Ordinance. The exchange or transfer shall be without charge to the owner; except that the City and Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The City or the Registrar may require that those charges, if any, be paid before it begins the procedure for the exchange or transfer of the Securities. All Securities issued upon any transfer or exchange shall be the valid obligations of the City, evidencing the same debt, and entitled to the same benefits under this Ordinance, as the Securities surrendered upon that transfer or exchange.

SECTION 10.

Book Entry System. All or any portion of the Securities may be initially issued to a Depository for use in a book entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Ordinance: (i) there shall be a single Bond of each maturity; (ii) those Securities shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book entry form shall have no right to receive Securities in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Securities in book entry form shall be shown by book entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book entry; and (v) the Securities as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the City. Bond service charges on Securities in book entry

form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Securities as provided in this Ordinance.

The Registrar may, with the approval of the City, enter into an agreement with the beneficial owner or registered owner of any Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Bond or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Ordinance, without prior presentation or surrender of the Bond, upon any conditions which shall be satisfactory to the Registrar and the City. That payment in any event shall be made to the person who is the registered owner of that Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Registrar shall furnish a copy of each of those agreements, certified to be correct by the Registrar, to other paying agents for Securities and to the City. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Ordinance.

If requested, the Finance Director, or any other officer of the City, is authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the City, a letter agreement among the City, the Registrar and The Depository Trust Company, as depository, to be delivered in connection with the issuance of the Securities to the Depository for use in a book entry system in substantially the form submitted to this Council.

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

SECTION 11.

Security for and Covenants Relating to Securities. The Securities and any Additional Securities that may be issued hereafter on a parity therewith, shall be special obligations of the City, and the principal of and interest and any premium on the Securities shall be payable solely from the Revenues, and such payment shall be secured by a pledge of the Revenues as provided in this Ordinance.

The City hereby covenants and pledges, subject and pursuant to the Constitution and laws of the State of Ohio, to appropriate from the Revenues amounts sufficient to pay principal and interest due on the Securities on each Interest Payment Date any other amounts that may be required in connection with the issuance of the Securities. The City hereby covenants and agrees that, so long as the Securities are outstanding and except in the case of Additional Securities, the City shall not attempt to create or otherwise permit a pledge or any other lien on the Revenues that is senior to or on a parity with the pledge of the Revenues contained in this Ordinance to pay the principal of and interest on the Securities; provided, however, that this provision shall not be read to limit the City's ability to issue general obligation debt for any municipal purpose. The City hereby covenants and agrees that, so long as the Securities are outstanding, it shall not suffer the repeal, amendment or any other change in this Ordinance or in the City's income tax ordinances that in any way materially and adversely affects or impairs (i) the sufficiency of the Revenues levied and collected or otherwise available for the payment of the Securities or (ii) the pledge or the application of the Revenues to the payment of the Securities.

Nothing in this Ordinance, the Securities or any Additional Securities shall constitute a general obligation, debt or bonded indebtedness of the City; neither the general resources of the City shall be required to be used, nor the general credit of the City pledged for the performance of any duty under this Ordinance, the Securities and the Additional Securities; and further, nothing therein gives the Holders of the Securities or any Additional Securities, and they do not have, the right to have excises or taxes levied by the City, or by the State or the taxing authority of any other political subdivision, for the payment of principal of, redemption premium, if any, and interest on the Securities and any Additional Securities, but the Securities and any Additional Securities are payable from the Revenues and any funds established in accordance with this Ordinance, and each of the Securities and any Additional Securities shall contain on the face thereof a statement to that effect; provided, however, that nothing herein shall be construed as requiring the City to use or apply to the payment of principal of and interest on the Securities or any Additional Securities any funds or revenues from any source other

than Revenues and, provided further, that nothing herein, however, shall be deemed to prohibit the City, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Ordinance, the Securities or any Additional Securities.

The City will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions to be performed on its part under this Ordinance and the Securities and under all proceedings of this Council pertaining thereto. The City represents that (i) it is, and upon delivery of the Securities covenants that it will be, duly authorized by the Constitution and laws of the State and its Charter, to issue the Securities and to provide the security for payment of the debt service charges in the manner and to the extent set forth herein and in the Securities; (ii) all actions on its part for the issuance of the Securities have been or will be taken duly and effectively; and (iii) the Securities will be valid and enforceable special obligations of the City according to their terms. Each obligation of the City required to be undertaken pursuant to this Ordinance and the Securities is binding upon the City, and upon each officer or employee of the City as may from time to time have the authority under law to take any action on behalf of the City as may be necessary to perform all or any part of such obligation, as a duty of the City and of each of those officers and employee resulting from an office, trust or station within the meaning of Section 2731.01, Ohio Revised Code, providing for enforcement by writ of mandamus.

The Finance Director is hereby authorized, based upon input from the Municipal Advisor, Bond Counsel, and the Original Purchaser, to agree to additional covenants regarding the Securities and the pledge of Revenues, including the establishment of any funds necessary in connection with the sale of the Securities. Such additional provisions shall be set forth in the Certificate of Award.

SECTION 12.

Additional Securities. The City shall have the right from time to time to issue Additional Securities on a parity with the Securities, which Additional Securities shall be payable solely from the Revenues, and such payment shall be secured by a pledge of and a lien on the Revenues and by an ordinance passed by this Council authorizing the issuance of those Additional Securities.

The Finance Director is hereby authorized, based upon input from the Municipal Advisor, Bond Counsel, and the Original Purchaser, to agree the provisions under which Additional Securities may be issued. Such additional provisions shall be set forth in the Certificate of Award.

SECTION 13.

Sale of the Securities to the Original Purchaser. The Securities shall be sold at private sale to the Original Purchaser at the purchase price set forth in the Certificate of Award, plus interest accrued to the date of delivery of the Securities to the Original Purchaser. The Finance Director and the City Manager, or either of them individually, are authorized and directed to execute on behalf of the City a Purchase Agreement with the Original Purchaser, setting forth the conditions under which the Securities are to be sold and delivered, which Purchase Agreement shall be in such form, not inconsistent with this Ordinance, as the Finance Director shall determine.

The proceeds from the sale of the Securities received by the City (or withheld by the Original Purchaser or disbursed to and held by the Registrar on behalf of the City) shall be paid into the proper fund or funds, and those proceeds are hereby appropriated and shall be used for the purpose for which the Securities are being issued, including without limitation but only to the extent not paid by others, the payment of the costs of issuing and servicing the Securities, printing and delivery of the Securities, legal services including obtaining the approving legal opinion of Bond Counsel, fees and expenses of the Municipal Advisor, paying agent and rating agency, any fees or premiums relating to municipal bond insurance or other security arrangements determined necessary by the Finance Director, and all other Financing Costs and costs incurred incidental to those purposes. The Certificate of Award and the Purchase Agreement may authorize the Original Purchaser to withhold certain proceeds from the purchase price of the Securities or to deposit such proceeds with the Registrar in order to provide for the payment of Financing Costs related to the Securities on behalf of the City. Any portion of those proceeds received by the City representing premium (after payment of any Financing Costs identified in the Certificate of Award and the Purchase Agreement) or accrued interest shall be paid into the bond retirement fund.

SECTION 14.

Federal Tax Considerations. The City hereby covenants that it shall comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Securities that is intended to be excluded from gross income for federal income tax purposes, in accordance with the Internal Revenue Code of 1986, as amended (the "Code") is and will continue to be excluded from gross income for federal income tax purposes (the "Tax-Exempt Securities"). The City further covenants that it shall restrict the use of the proceeds of the Tax-Exempt Securities in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Tax-Exempt Securities are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the Regulations.

The Finance Director, or any other officer, including the Clerk, is hereby authorized and directed (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the City with respect to the Tax-Exempt Securities as permitted or required to be made or given under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or the status of the Tax-Exempt Securities or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing any rebate amount or any payment of penalties, or making any payments of special amounts in lieu of making computations to determine, or paying, any excess earnings as rebate, or obviating those amounts or payments, as determined by the Finance Director, which action shall be in writing and signed by the Finance Director, or any other officer, including the Clerk, on behalf of the City; (b) to take any and all actions, make or obtain calculations, and make or give reports, covenants and certifications of and on behalf of the City, as may be appropriate to assure such exclusion of interest from gross income and the intended tax status of the Tax-Exempt Securities; and (c) to give an appropriate certificate on behalf of the City, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the City pertaining to Section 148 and the Regulations, and the representations, warranties and covenants of the City regarding compliance by the City with Sections 141 through 150 of the Code and the Regulations.

The Finance Director shall keep and maintain adequate records pertaining to investment of all proceeds of the Tax-Exempt Securities sufficient to permit, to the maximum extent possible and presently foreseeable, the City to comply with any federal law or regulation now or hereafter having applicability to the Tax-Exempt Securities which limits the amount of proceeds of the Tax-Exempt Securities which may be invested at an unrestricted yield or requires the City to rebate arbitrage profits (or penalties in lieu thereof) to the United States Department of the Treasury. The Finance Director is hereby authorized and directed to file such reports with, and rebate arbitrage profits (or penalties in lieu thereof) to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Tax-Exempt Securities requires any such reports or rebates, and moneys necessary to make such rebates are hereby appropriated for such purpose. The payment of any rebate arbitrage profits (or penalties in lieu thereof) made to the United States Department of the Treasury shall be authorized and paid from such fund or funds as determined by the Finance Director.

SECTION 15.

Official Statement. The distribution of an Official Statement of the City, in preliminary and final form, relating to the original issuance of the Securities is hereby authorized if the Finance Director determines that it is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Securities. If the Finance Director so determines, then the Finance Director and City Manager are hereby authorized and directed to negotiate, prepare and execute, on behalf of the City and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Securities, and they are authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Securities as they deem necessary or appropriate to protect the interests of the City. The Finance Director, City Manager, and City Attorney (the "City Attorney") are each authorized to execute and deliver, on behalf of the City and in their official capacities, such certificates in connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

SECTION 16.

Ratings. The obtaining or updating of a rating or ratings on the Securities and the City is hereby authorized if the Finance Director determines that it is necessary or advisable in connection with the original issuance of the Securities. If the Finance Director so determines, then the Finance Director and City Manager are hereby authorized and directed to take all steps necessary to obtain such rating or ratings.

SECTION 17.

Municipal Advisor. Bradley Payne, LLC is hereby appointed to serve as Municipal Advisor to the City for the Securities. The Finance Director is hereby authorized to enter into any agreements necessary to memorialize this relationship. The fees to be paid to such firm shall be subject to review and approval of the Finance Director, shall not exceed the fees customarily charged for such services, and shall be paid upon closing of the financing from the proceeds of the Securities or as otherwise determined by the Finance Director.

SECTION 18.

Bond Counsel. The City Attorney and the Finance Director are hereby authorized to approve the fee to be paid to Bricker & Eckler LLP to serve as Bond Counsel to the City for the Securities. Such fees shall not exceed the fees customarily charged for such services, and shall be paid upon closing of the financing from the proceeds of the Securities or as otherwise determined by the City Attorney and the Finance Director.

SECTION 19.

Transcript. The officer having charge of the minutes of the Council and any other officers of the Council, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Securities and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Council relating to the power and authority of the City to issue the Securities and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Finance Director and a no-litigation certificate of the City Manager and the Finance Director, and such certified copies and certificates shall be deemed representations of the City as to the facts stated therein.

SECTION 20.

Additional Agreements and Instruments. This Council further hereby authorizes and directs the City Manager, the City Attorney, the Finance Director, the Clerk of Council, or other appropriate officers of the City to prepare and sign all agreements and instruments and to take any other actions, that may be appropriate to implement and that are in substantial compliance with this Ordinance.

SECTION 21.

Satisfaction of Conditions for Issuance of Securities. This Council determines that all acts and conditions necessary to be done or performed by the City or to have been met precedent to and in the issuing of the Securities in order to make them legal, valid and binding special obligations of the City have been performed and have been met, or will at the time of delivery of the Securities have been performed and have been met, in regular and due form as required by law; that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Securities; and that the Securities are being authorized and issued pursuant to the Constitution and laws of the State, the Charter of the City, this Ordinance, the Certificate of Award and other authorizing provisions of law.

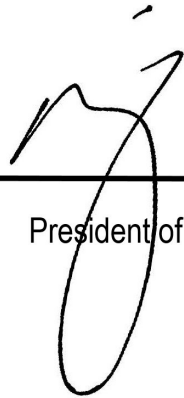
SECTION 22.

Compliance with Open Meeting Requirements. It is hereby found and determined that all formal actions of this Council concerning and relating to the adoption of this Ordinance were adopted 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.

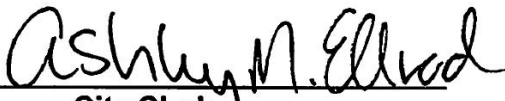
SECTION 23.

Effective Date. In accordance with the Charter of the City and the Rules of Council approved in accordance therewith, this Ordinance shall take effect and be in force only upon, and from and immediately after, the approval by a majority of the electors of the City of the financing and construction of the Community Center in accordance with Resolution No. 1-2021.

PASSED: January 19, 2021

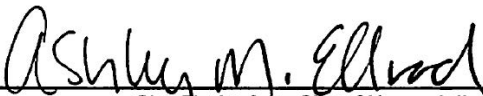


President of Council

ATTEST: 

City Clerk

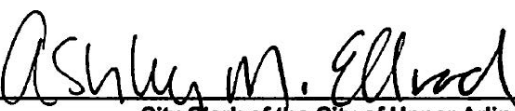
I, Ashley Ellrod, Clerk of Upper Arlington, Ohio, do hereby certify that the above is a true and correct copy.



City Clerk of the City of Upper Arlington

CERTIFICATE OF POSTING

I, Ashley, Clerk of the City of Upper Arlington, Ohio, do hereby certify that publication of the foregoing was made by posting a true copy of Ordinance No. 2-2021 at the most public place in said corporation as determined by the Council, the Municipal Building, 3600 Tremont Road, for a period of ten (10) days commencing January 20, 2021.



City Clerk of the City of Upper Arlington

Vote Slip

Date Introduced: January 11, 2021

Reading Date(s): January 11, 2021: January 19, 2021

Voting Aye: Burriss, Close, Greenhill, Hoyle, Lynch

Voting Nay:

Abstaining: Kulewicz, King

Absent:

Date of Passage: January 19, 2021

Council Conference Session/Council Discussion/Other Review:
January 19, 2021

Other: Effective upon Passage



To: The Honorable Brendan King, and
Members of Upper Arlington City Council

From: Steven R. Schoeny, City Manager

Prepared for Meeting Dated: January 11, 2021

**Subject: Proposed Upper Arlington Community Center Ballot Issue and
Associated Legislation**

Action Requested: Passage

Master Plan Objective: **Community Facilities & Services**
Community Facilities Goal: Maintain and develop community facilities that meet the population's health, recreation, social, cultural and other needs. Ensure that community facilities are safe, attractive, well-maintained and accessible to all ages.

Executive Summary

At a Special City Council Meeting held December 16, 2020, the Community Center Feasibility Task Force (CCFTF) presented a summary of their extensive study process, sharing details of their findings and the resulting Resolution of Support for the Feasibility of a Community Center for the City of Upper Arlington (attached) that had been unanimously adopted by the Task Force on December 9, 2020. At tonight's Special City Council Meeting, and as Council receives the entire CCFTF report, various pieces of legislation have been drafted for Council's consideration that prepare to bring the proposed Upper Arlington Community Center issue to a vote of the people and lay the groundwork for instituting the necessary funding mechanisms that would enable the City to construct a Community Center without any increase in City income or property taxes. These items are before you at one time to provide clarity to residents on the proposed funding structure for a Community Center as they consider the merits of the ballot issue.

Under Council's rules, each of these pieces of legislation are eligible for a single reading becoming effective upon passage. However, due to the special importance of the Community Center question, this legislation will be presented for two readings with Council Action scheduled for January 19, 2021. Additionally, two of the three ordinances presented here do not become effective unless and until voters approve the question presented on the ballot on May 4, 2021 as authorized in Resolution 1, 2021.



Resolution 1, 2021

Community Center Ballot Issue

Resolution 1, 2021 provides for submission to the electors of the City of Upper Arlington at a Special Election to be held on May 4, 2021, the question of whether they would be for or against the City constructing a new Community Center on the site of the old Lazarus/Macy's store at the Kingsdale Shopping Center. This Resolution will be effective upon passage, so that it can be certified to the Franklin County Board of Elections before the February 3, 2021 deadline for the May 4 Special Election.

Ordinance 1, 2021

Establishment of Kingsdale Center Tax Increment Financing (TIF) District

Ordinance 1-2021 grants the authority to establish the **Kingsdale Center TIF** and authorizes the City Manager to enter into a compensation agreement with the Upper Arlington City School District.

On November 30, 2020 City Council adopted Ordinance No. 69-2020 authorizing the City Manager to enter into a Development Agreement with Continental Real Estate, Inc. to facilitate the redevelopment of Parcel No. 070-004527 located at 3180 Kingsdale Center for commercial purposes, including office, retail, housing and related uses. The Development Agreement provides for the construction of certain public infrastructure improvements that are necessary and will directly benefit the site. In order to pay for these public infrastructure improvements, the City deems it necessary to establish a 100% TIF for a period of 30 years. This essentially means that the City will receive 100% property tax revenues (called "service payments" or "payments in lieu of taxes" when involved with a TIF) generated from the increased incremental value of the site. This includes the amounts that are typically allocated to the City, Schools, Library, County, etc.

In order to move forward with a TIF of this size and nature, the City needed approval from the Upper Arlington City School District. On December 8, 2020, the Board of Education of the Upper Arlington City School District adopted a Kingsdale Project Resolution waiving the notice requirements under the TIF Act and Ohio Revised Code Section 5709.83 and approving the TIF Exemption on the condition that the City and the School District enter into a Compensation Agreement.

The compensation agreement lays out scenarios based on a Community Center being built and a Community Center not being built. If a Community Center is built, the City will retain 100% of the TIF service payments and compensate the school district via various methods including: annually paying the School District an amount equal to the 2019 school district property tax collections (\$123,759.99), transferring the site of the current Senior Center to the School District with existing buildings demolished and the parking lot resurfaced, and providing additional annual payments of \$50,000 per year through December 31, 2037. If a Community Center is not built, the School District will be compensated for 50% of their share of the TIF service payments and the previously mentioned terms fall off (payments and transfer of property). In both scenarios, the City has agreed to pay for additional on-street parking on Brandon Road associated with the new high school.



This ordinance is not contingent upon the ballot initiative. However, as noted above, the legislation includes different disbursement schedules depending on whether or not the Community Center moves forward.

Ordinance 3, 2021

Amendment of Prior Ordinances Establishing Tax Increment Financing (TIF) Districts

In order to potentially use the excess payments in lieu of taxes generated from the City’s current TIF Districts for costs associated with a prospective Community Center, we believe that it is advisable for City Council to amend the following existing ordinances to include Community Center in the definition of “public infrastructure improvements:”

<u>TIF Name</u>	<u>Ordinance No.</u>	<u>Date of Passage</u>
Horizons	45-2004	4/12/2004
<i>Amendment</i>	74-2017	12/11/2017
Kingsdale West	125-2007	12/10/2007
Lane Avenue	89-2008	12/8/2008
Arlington Crossing	90-2008	12/8/2008
Kingsdale Core	104-2009	11/23/2009
Riverside South (Scioto CC)	89-2010	11/22/2010
Riverside North	88-2010	11/22/2010
Lane Avenue Mixed Use	38-2012	6/25/2012
OSU Wexner (Zollinger)	41-2015	6/8/2015
Arlington Centre (CAPS)	80-2015	12/14/2015
Tremont Rd (Ohio Health)	81-2015	12/14/2015
West Lane-Northwest (Heartland Bank)	24-2018	4/9/2018
Lane II	42-2019	6/17/2019

Given that a prospective Community Center would likely benefit the entire City, and in an effort to have uniformity in the definitions used throughout the City’s TIF Districts, Staff recommends that all of the City’s active TIF ordinances be amended at this time. Though several of these existing TIFs have current commitments and/or limited excess TIF proceeds, the proposed amendment creates greater flexibility in the use of funds should excess funds become available. The use of these payments in lieu of taxes would be subject to the approval of City Council through the normal budget process.

Ordinance 2, 2021

Issuance of Bonds

Ordinance 2, 2021 authorizes the City to issue income tax revenue bonds in an amount not to exceed \$55 million, for the purposes of constructing an Upper Arlington Community Center, effective upon successful passage of the Upper Arlington Community Center ballot issue.

The \$55 million is a maximum issuance amount and does not necessarily represent the actual amount that will be needed and/or issued for the construction of a Community Center. This maximum amount provides the City with flexibility in the case of increased construction costs, market fluctuations, structuring issues,

etc. As we await the results of the May ballot issue and as plans continue to develop, the actual issuance amount that is needed will become more evident.

Though the bonds will be issued as income tax revenue bonds (the security), the City expects that the bonds will be paid through various sources, including TIF service payments, other current revenue sources (i.e. hotel/motel tax), and other revenue sources generated from the new development in and around the Community Center site.



UPPER ARLINGTON COMMUNITY CENTER FEASIBILITY TASK FORCE

RESOLUTION OF SUPPORT FOR THE FEASIBILITY OF A COMMUNITY CENTER FOR THE CITY OF UPPER ARLINGTON.

WHEREAS, in July of 2019, Upper Arlington City Council formed the Community Center Feasibility Task Force (CCFTF), which was comprised of 16 residents, to ask if the community wants and needs a community center and, if the answers were “yes,” to determine what facilities and programming should be included, explore possible locations and identify appropriate funding strategies; and

WHEREAS, with the professional guidance of a consultant team led by Williams Architects and support from City Staff, the CCFTF undertook an extensive, 18-month feasibility study process that included the following key elements to fulfill its charge from City Council:

1. A review of the history of previous efforts to develop a community center;
2. A review of the findings and recommendations of the 2018 Parks & Recreation Comprehensive Plan;
3. A review of existing facilities and programs, including options for the replacement of the Senior Center;
4. The identification of possible locations for a community center;
5. A review of the facilities and operations of indoor recreation/community gathering centers in other communities;
6. An examination of prospective cost scenarios, including possible amenities and associated costs; public/private partnerships and funding strategies for capital/operating costs;
7. A robust community engagement process at all stages of the study;
8. Based on the findings of the feasibility study, development of a recommendation to City Council on whether and how to proceed with the consideration of a community center for Upper Arlington; and

WHEREAS, the Community Engagement Subcommittee developed and oversaw an extensive community engagement process that included two statistically valid surveys totaling 932 participants conducted in March and November, 2020, an online survey with 1,609 participants, community pop up events that reached more than 460 residents, stakeholder interviews and focus groups, and multiple public community meetings; and

WHEREAS, Community awareness of the CCFTF study process was very high (70.5% from the November statistically valid survey); and

WHEREAS, support for a community center if funded without a tax increase was 79% and 74.8% respectively in the Phase I and Phase II statistically valid surveys (see Appendix A March and November surveys); and

WHEREAS, the second statistically valid survey demonstrated strong support for including Senior Center programming and facilities as part of a community center (69.6%); and

WHEREAS, in the Phase I statistically valid survey, the top activities households would use are:

1. Exercise & Fitness (80%)
2. Classes (67%)
3. Aquatics (62%)
4. Drop-in Activities (50%)
5. Lifelong Learning Classes (48%)
6. Senior Activities (37%); and

WHEREAS, in the Phase I statistically valid survey, the top features households would use are:

1. Weight Room/Cardio
2. Walking/Running Track
3. Aerobics/Dance
4. Aquatic Programming
5. Senior Programming; and

WHEREAS, in the March survey, 70.1% of residents believed that a community center should be geographically located as close to the middle of our community as possible; and

WHEREAS, the 2018 Parks and Recreation Comprehensive Plan documented that existing park land should be preserved since the City currently only offers 5.10 acres per 1,000 residents; and

WHEREAS, the Task Force, led by the Facilities Subcommittee, evaluated 14 sites across Upper Arlington and narrowed that list to two finalist sites through a rigorous scoring and qualitative evaluation process that considered factors such as site control, preservation of green space, centrality of location, access to alternate means of transportation and the ability to provide for creative financing. The two finalist sites were the Municipal Services Center and the former Macy's site at Kingsdale; and

WHEREAS, the former Macy's site at Kingsdale is centrally located and is accessible via pedestrian, bike or mass transit, and the roadway network is conducive for vehicular access; and

WHEREAS, development of a community center as part of the Kingsdale Mixed-Use Project would create an unparalleled level of synergy between and among the adjacent shops and restaurants, office and professional medical uses and residences; and

WHEREAS, a community center building at Kingsdale would cost approximately \$28,000,000 less to construct than an alternate option at the Municipal Services Center; and

WHEREAS, the former Macy's site at Kingsdale was the preferred location in the Phase II statistically valid survey (75%); and

WHEREAS, in the Phase II survey, respondent support for including office space to offset operating and maintenance costs was 68.3%; and

WHEREAS, the CCFTF will provide City Council with a report documenting all of the data and analysis behind these findings and recommendations in January 2021;

NOW, THEREFORE, BE IT RESOLVED by the Community Center Feasibility Task Force that it finds and recommends the following:

SECTION 1. It is feasible for the City of Upper Arlington to construct, operate and maintain a community center to serve the residents of Upper Arlington.

SECTION 2. The proposed community center should include program space for seniors, thereby replacing the current Senior Center on Ridgeview Road.

SECTION 3. The proposed facility should be more than just a recreational facility and should serve as a central gathering place for the whole community.

SECTION 4. The Kingsdale site is the preferred location for a community center.

SECTION 5. The total construction budget should be approximately \$54 million.

SECTION 6. In light of the current and projected availability of other funding sources, it is recommended that no increase in property taxes be pursued to fund construction costs, provided that Tax Increment Financing (TIF) funds are available, including but not limited to approximately \$17 million generated by the Kingsdale Mixed-Use Project on the balance of the former Macy's site.

SECTION 7. Leveraging TIF proceeds, community center office lease revenues and hotel/motel tax to pay off the debt for a community center appears to be an appropriate use of these ongoing funding streams.

SECTION 8. Utilizing existing excess City funds (reserves in excess of the 30% operating expenses threshold recommended by City Council) for capital funding would be appropriate, as long as it does not negatively impact other City services, including other capital improvement projects.

SECTION 9. Philanthropic dollars should be pursued to leverage debt proceeds, with a goal of 10% of total capital costs for a community center.

- SECTION 10.** The operations and facility maintenance of the current Senior Center should discontinue as soon as a community center has been constructed, and funding for this facility should be redirected to the community center.
- SECTION 11.** A business model should be pursued that is based on competitive and market rate membership fees and programming of spaces to meet cost recovery goals.
- SECTION 12.** The City should aggressively pursue a cost recovery model of not less than 85% of total community center operating expenditures.
- SECTION 13.** It is appropriate that the City's historical operating funding (approximately \$500,000 per annum) over and above revenue collected for recreation services remain as an investment in community services. Recreation services are components of the Parks & Recreation Department that provide programs in the community center, parks and other community locations. The operations of a community center would not negatively impact City services.
- SECTION 14.** The community center pro forma should include significant annual contributions to a fund for future capital expenditures such as maintenance and equipment replacement.
- SECTION 15.** Participation fee levels should be tiered, with a particular emphasis on options to accommodate senior residents.
- SECTION 16.** The operating budget for a community center should include a scholarship fund utilizing a dedicated annual line item of not less than 2% of membership revenue to assist residents facing financial barriers to participation.
- SECTION 17.** While the Task Force did not review financial modeling related to the leasing of City owned adjacent office space, the site appears to be an attractive amenity rich location and the City should work to ensure that third party market studies support underwritten office lease rates and make best efforts to secure office tenants prior to construction commencement.
- SECTION 18.** Partnerships to enhance program offerings and operations funding are encouraged.

ADOPTED: December 9, 2020

Marjory Pizzuti

Chairperson

Paul Foster

Chairperson

ATTEST: *Ashley Elrod*
City Clerk

Vote Slip

Date Introduced: December 9, 2020

Voting Aye: Albrecht, Boggs-Lape, Bowe, Brongers-Marrero, Comfort, Gomez, Hamilton, Lashutka, Manofsky, Mauger, Moulakis, Perera, Pizzuti, Rule, Walter, and Westbrook

Voting Nay: None

Abstaining: None

Date of Passage: December 9, 2020

APPENDIX

Note: Preliminary Building Program, Building Massing and Stacking, and Preliminary Order of Magnitude Construction Budget Information are shown below to demonstrate the assumptions and initial recommendations of the CCFTF regarding the feasibility of a community center. All areas and cost estimates listed are preliminary and approximate and would be subject to change during the design development process.

Preliminary Building Program:

Athletics (gyms, walking/running track, storage).....	±33,800 sf
Aquatics (plunge pool, lap pool, activity pool, lockers).....	±12,000 sf
Fitness.....	±12,500 sf
Seniors, Multi Use.....	±15,500 sf
Child Care, Indoor Play, Teen.....	±4,000 sf
Facility, Common Space, Circulation.....	±17,500 sf
Total Building Area.....	±95,300 sf

Building Massing and Stacking:

5-story building at 95,000+/- sf with an additional 10,000+/- sf of potential partner space (possible future expansion) and an additional 2 stories of office space (50,000+/- sf) comprising the 6th and 7th floor of the building.

1 st Floor.....	Entry, pools and some under-structure parking
2 nd Floor.....	Fitness, group X space, etc.
3 rd & 4 th Floors.....	Three gyms, lockers, game room, adventure play area, running track.
5 th Floor.....	Dedicated senior space, event space, meeting rooms, demonstration kitchen, large outdoor terrace for multiple programming opportunities. The potential partner space is also included on the 5 th floor.

Preliminary Order of Magnitude Construction Budget:

Note: All budget numbers are tentative estimates based preliminary order of magnitude assumptions.

Building Area.....	approximately 95,300 SF
Total Hard Construction Costs.....	\$37,776,700
Professional Service Fees.....	\$4,385,900
Furnishings, Equipment, etc.....	\$1,754,400
Design and Construction Contingency.....	\$6,520,800
Total Project Budget.....	\$50,437,800

Escalation.....	\$3,782,835 (2.5 years at 3% per year)
Total Project Budget with Escalation.....	\$54,220,635

Estimate does not include the cost of the ±50,000 SF office space and the ±10,000 SF of partner space.