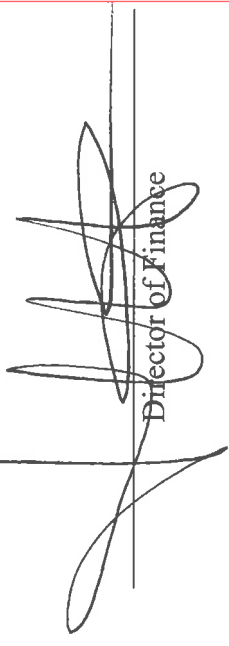


CERTIFICATE OF MEMBERSHIP

The undersigned, Finance Director of the City of Mason, County of Warren, Ohio, hereby certifies that the following were the officers and members of council during the period proceedings were taken authorizing the issuance of not to exceed \$1,365,000 Stormwater Improvement Bond Anticipation Notes, Series B, dated as of the date of their issuance and maturing not more than one year from the date of their issuance:

Mayor	Peter Beck
City Manager	Scot Lahrmmer
Director of Finance	Jennifer Heft
Member of Council	Victor Kidd
Member of Council	Steve Osborne
Member of Council	Tony Bradburn
Member of Council	Tom Grossmann
Member of Council	Charlene Pelfrey
Clerk of Council	Teresa Schulte
Director of Law	Ken Schneider



Director of Finance

TRANSCRIPT CERTIFICATE

The undersigned, Clerk of Council of said municipality, hereby certifies that the following is a true and complete transcript of all proceedings relating to the authorization and issuance of the above-identified obligations.



Clerk of Council

Certificate of Publication

I, the undersigned Clerk of Council of the Municipality of Mason, Ohio hereby certify that the foregoing ordinance was published as required by Section 4.16 of the Charter of said Municipality by posting a copy in the lobby of the municipal building.



Clerk of Council

ORDINANCE NO. 2005-143

**AN ORDINANCE PROVIDING FOR THE ISSUANCE OF
NOT TO EXCEED \$1,365,000 OF NOTES BY THE
CITY OF MASON, OHIO, IN ANTICIPATION
OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF
IMPROVING THE STORMWATER SYSTEM IN THE CITY.**

WHEREAS, the fiscal officer of the City has estimated the life or period of usefulness of the hereinafter described capital improvements as at least five (5) years, and certified the maximum maturity of the bonds as twenty-five (25) years, and of the notes to be issued in anticipation thereof as twenty (20) years; and

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

SECTION 1. That it is necessary to issue bonds of the City of Mason, Ohio, in the principal amount of not to exceed \$1,365,000, for the purpose of making improvements to the stormwater system in the City. Said bonds shall be dated approximately December 1, 2006, shall bear interest at an approximate rate of six (6%) per annum, and shall mature in substantially equal annual or semiannual installments over a period not exceeding twenty-five (25) years after their issuance.

SECTION 2. That it is necessary to issue notes in anticipation of such bonds in the aggregate principal amount of not to exceed \$1,365,000 for the purpose aforesaid and for no other purpose.

SECTION 3. That said anticipatory notes shall be dated as of the date of their issuance and shall mature not more than one year from the date of their issuance and shall bear interest at such rate as is established in the Certificate of Award which is hereby authorized and which shall be executed by the City Manager or the Finance Director without further action of this Council, such approval to be evidenced conclusively by execution of the notes, payable at maturity.

SECTION 4. That said notes shall be executed by the City Manager and may, but shall not be required to, bear the seal of the corporation. Said notes shall be designated "Stormwater Improvement Bond Anticipation Notes, Series B", shall be payable at such bank or trust company that is a correspondent of any legal depository of the City, upon approval of the Finance Director, and shall express upon their faces the purposes for which they are issued and that they are issued in pursuance of this ordinance. Said notes shall be of such number and denomination as requested by the purchaser; provided that the notes shall be issued only in Authorized Denominations, which shall be \$100,000 or any integral multiple of \$5,000 in excess of \$100,000. This Council hereby covenants that it will not exchange or reissue the notes in less than Authorized Denominations other than through a "primary offering", as that term is defined in SEC Rule 15c2-12.

SECTION 5. That said notes shall be issued in the principal sum of not to exceed \$1,365,000, for the purposes aforesaid. Said notes shall be sold to Seasingood & Mayer, LLC, Cincinnati, Ohio (the "Purchaser") at the price of par plus accrued interest, if any. The amount, interest rate or rates and other terms of the notes shall be as set forth in the purchase contract (the "Purchase Contract") which the City Manager or Finance Director is hereby authorized and directed to execute without further action of this council and which Purchase Contract shall be executed by the Purchaser. The signature of the City Manager or Finance Director on the Purchase Contract shall be conclusive evidence that the terms of the said notes are acceptable to the City.

SECTION 6. That the Mayor, the City Manager and the Finance Director, or any one of them, is authorized to take all necessary steps and execute and deliver any documents necessary or appropriate to render the notes eligible for the services of The Depository Trust Company ("DTC"), including "book-entry only" status, if so requested by the Purchaser.

SECTION 7. That said notes shall be the full general obligation of this City, and the full faith, credit and revenue of this City are hereby pledged for the prompt payment of the same.

The par value received from the sale of bonds anticipated by said notes, and any excess fund resulting from the issue of said notes, shall, to the extent necessary, be used only for the retirement of said notes at maturity, together with interest thereon and is hereby pledged for such purpose.

SECTION 8. That during the period while such notes run there shall be levied upon all of the taxable property in the City of Mason, Ohio, in addition to all other taxes, a direct tax annually, not less than that which would have been levied if bonds had been issued without the prior issue of such notes; said tax shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers in the same manner and at the same time that taxes for general purposes for each of said years are certified, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof; provided, however, to the extent that other funds are available and appropriated for the payment of the obligation or the bonds in anticipation of which they are issued, said tax need not be levied.

The funds derived from said tax levy hereby required shall be placed in a separate and distinct fund and, together with interest collected on the same, shall be irrevocably pledged for the payment of the principal and interest of said notes, of the bonds in anticipation of which they are issued, when and as the same fall due.

SECTION 9. That this council, for and on behalf of the City of Mason, County of Warren, Ohio, hereby covenants that it will restrict the use of the proceeds of the notes hereby authorized in such manner and to such extent, if any, and take such other action as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations prescribed thereunder. The Finance Director or any other officer having responsibility with respect to the issuance of the notes is authorized and directed to give an appropriate certificate on behalf of the City, on the date of delivery of the notes for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

These notes are not designated "qualified tax-exempt obligations" for the purposes set forth in Section 265(b)(3) of the Code as the Council did not anticipate issuing more than \$10,000,000 of "qualified tax-exempt obligations" during the calendar year of original issuance.

SECTION 10. That the Finance Director or City Manager is hereby authorized to combine these Notes with another issue of notes authorized under separate legislation for the purpose of paying part of the cost of making improvements to the stormwater system in the City, including land acquisition, construction, planning and legal costs into a single consolidated issue of notes for purposes of their sale as a single issue. If so combined: the consolidated issue of notes shall be known as "Various Purpose Stormwater Bond Anticipation Notes"; such consolidated issue shall be dated, mature, bear interest, be executed, and be denominated in a manner consistent with the provisions of this Ordinance relating to the Notes authorized herein. The proceeds from the sale of such consolidated issue shall be apportioned, deposited and credited in accordance with Section 133.32 of the Revised Code to the respective purposes and funds in accordance with the amount of Notes authorized by this Ordinance and the amount of notes authorized by the Ordinance providing for the issuance of:

Not to exceed \$900,000 Stormwater Improvement Bond Anticipation Notes, First (2005) Renewal.

SECTION 11. That the Finance Director is hereby directed to forward a certified copy of this ordinance to the County Auditor of the County of Warren, Ohio.

SECTION 12. That the Council of the City of Mason, Ohio, hereby finds and determines that all formal actions relative to the adoption of this ordinance were taken in an open meeting of the council of the City and that all deliberations of the council and of its committees, if any,

which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

SECTION 13. That this ordinance shall take effect at the earliest date permitted by law after its passage.

PASSED: Nov. 14, 2005.



Mayor

Attest:



Clerk of Council

CERTIFICATE

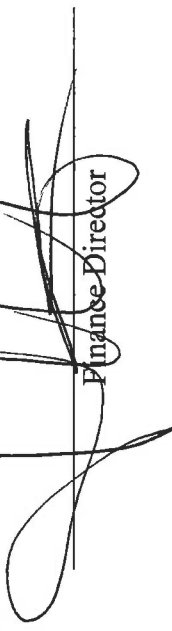
The undersigned, Clerk of Council of the City of Mason, Warren County, Ohio, hereby certifies that the foregoing is a true and correct copy of Ordinance No. 2005-143 passed by the Council of the City of Mason, Ohio, on Nov. 14, 2005.



Clerk of Council

CERTIFICATE

The undersigned, Finance Director of the City of Mason, County of Warren, Ohio, hereby certifies that a copy of the foregoing Ordinance No. 2005-143 passed by the Council of the City of Mason, County of Warren, Ohio, on Nov. 14, 2005, was certified this day to the County Auditor of the County of Warren, Ohio.



Finance Director

RECEIPT

The undersigned, County Auditor of the County of Warren, Ohio, hereby acknowledges receipt this day of the foregoing Ordinance No. 2005-143 passed by the Council of the City of Mason, County of Warren, Ohio, on Nov 14, 2005.



County Auditor

By: 

Deputy

Nov 30, 2005

EXTRACT FROM MINUTES OF MEETING

The Council of the City of Mason, County of Warren, Ohio, met in regular session, at 7:00 p.m., on the 14th day of November, 2005, at 6:00 Mason

Montgomery Road, with the following members present: All except J. McCorky

There was presented and read to Council Ordinance No. 2005-143 entitled:

**AN ORDINANCE PROVIDING FOR THE ISSUANCE OF
NOT TO EXCEED \$1,365,000 OF NOTES BY THE
CITY OF MASON, OHIO, IN ANTICIPATION
OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF
IMPROVING THE STORMWATER SYSTEM IN THE CITY.**

Mr. Field moved to suspend the rule requiring each ordinance or resolution to be read on three different days. Mrs. P. Spear Seconded the motion and, the roll being called upon the question, the vote resulted as follows: All YEAS

Mr. Grossman then moved that Ordinance No. 2005-143 be adopted. Mr. Osborne Seconded the motion and, the roll being called upon the question, the vote resulted as follows: All YEAS

The ordinance was declared passed Nov 14, 2005.

CERTIFICATE

The undersigned, clerk of council of said municipality, hereby certifies that the foregoing is a true and correct extract from the minutes of a meeting of the council of said municipality, held on the 14 day of November, 2005, to the extent pertinent to consideration and adoption of the above-entitled legislation.


Clerk of Council

SIGNATURE AND NO-LITIGATION CERTIFICATE

STATE OF: OHIO

SS:

COUNTY OF: WARREN

I, the undersigned, the duly elected, qualified and acting officer of the City of Mason (the "Issuer") in the state and county aforesaid, as indicated by the title opposite my signature appearing below, do hereby certify that I did officially execute the \$1,365,000 Storm Water Improvement Bond Anticipation Notes, Series B, (the "Obligations") delivered herewith, dated _____, 2005, of the denomination of \$1,365,000 (1), bearing interest at the rate of _____ % per annum, payable at maturity, maturing _____, 2006,

and numbered 1; that any seal or facsimile thereof appearing on the Obligations is genuine; and that I am at this time and was on the date of the Obligations the duly elected, or appointed, qualified and acting officer having authority to execute the Obligations.

I further certify that there is no litigation of any nature either pending or threatened restraining or enjoining the issuance of the Obligations nor directly or indirectly affecting the proceedings and authority by which the Obligations have been issued, nor any dispute, controversy or litigation affecting the validity of said Obligations or any of them, or the levy and/or collection of sufficient taxes, assessments or pledged revenues to pay the interest and principal of the Obligations as they mature; that no proceedings authorizing the issuance of the Obligations have been rescinded; and that no referendum or initiative petition with respect to such proceedings has been filed nor (to my knowledge) circulated.

I further certify that the Issuer is not in default for the payment of principal or interest on any of its notes, bonds or other obligations now outstanding.

I further certify that neither the corporate existence or the boundaries of the Issuer nor the title of its present officers to their respective offices is being contested.

Done and delivered at Cincinnati, Ohio, this ___ day of _____, 2005.

Signature

Just F. Johnson

Title

City Manager

I do hereby certify that I have examined the signature of the officer subscribed above and I identify it as true and genuine.

Clerk of Council