



NEWTON FALLS CITY COUNCIL
REGULAR MEETING AGENDA
 Wednesday, May 4, 2022; 6:00 PM
 COUNCIL CHAMBERS
 612 WEST BROAD STREET

CITY COUNCIL MEMBERS	
Ward 1	Michael Serotko
Ward 2	John Baryak
Ward 3	Tesa Spletzer
Ward 4	Christopher Granchie
At- Large	Julie Stimpert
Mayor	Kenneth Kline

CITY ADMINISTRATION	
City Manager	Pamela Priddy
Law Director	Brad Bryan
Finance Director	Sean Housley
City Clerk	Michael Acomb

- I. **Call to Order**
- II. **Pledge of Allegiance / Silent Prayer**
- III. **Roll Call**
- IV. **Special Presentations by Staff Members or Invited Consultants**
- V. **Public Comments**
- VI. **Reports**
 - a. Mayor
 - b. Council Members
 - c. Finance Director
 - d. Law Director
 - e. City Manager

Changes To Tonight's Agenda

- VII. **Approval of Previous Minutes**
 Caucus Minutes, April 20, 2022
 Regular Meeting Minutes, April 20, 2022
- VIII. **Public Hearings**

ORDINANCE 2022-18 *Sponsor: Mayor Kline*
 AN ORDINANCE AMENDING ORDINANCE 2022-03 ESTABLISHING SEWER
 RATES FOR NEWTON FALLS UTILITY CUSTOMERS

IX. Unfinished Business

ORDINANCE 2022-18

Sponsor: Mayor Kline

AN ORDINANCE AMENDING ORDINANCE 2022-03 ESTABLISHING SEWER RATES FOR NEWTON FALLS UTILITY CUSTOMERS

X. New Business

ORDINANCE 2022-19

Sponsor: Councilman Baryak

AN EMERGENCY ORDINANCE APPOINTING BRADRIC BRYAN AS THE DIRECTOR OF LAW AND AUTHORIZING THE CITY MANAGER TO ENTER INTO AN AMENDED DIRECTOR OF LAW AGREEMENT

ORDINANCE 2022-20

Sponsor: Councilman Baryak

AN EMERGENCY ORDINANCE APPOINTING PAMELA PRIDDY AS THE CITY MANAGER AND AUTHORIZING THE MAYOR TO EXECUTE THE ATTACHED AGREEMENT FIXING THE SALARY AND TERMS AND CONDITIONS OF EMPLOYMENT FOR THE CITY MANAGER

ORDINANCE 2022-21

Sponsor: Councilwoman Spletzer

AN EMERGENCY ORDINANCE PROVIDING CONSENT TO THE DIRECTOR OF TRANSPORTATION TO PERFORM SYSTEMATIC SIGN UPGRADES ON STATE ROUTE 5 IN THE VILLAGE OF NEWTON FALLS

ORDINANCE 2022-22

Sponsor: Councilwoman Spletzer

AN EMERGENCY ORDINANCE MAKING APPROPRIATIONS FOR THE CURRENT EXPENSES AND OTHER EXPENDITURES FOR THE VILLAGE OF NEWTON FALLS, OHIO, FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022 AND AUTHORIZING THE FINANCE DIRECTOR TO AMEND AND FILE A CERTIFICATE OF RESOURCES TO THE COUNTY AUDITOR

RESOLUTION 15-2022

Sponsor: Councilwoman Spletzer

A RESOLUTION AUTHORIZING THE ESTABLISHMENT OF AN INTERNSHIP FOR ASSISTANT FINANCE DIRECTOR PAMELA WOLFORD TO RECEIVE FINANCE DIRECTOR TRAINING UNDER THE DIRECT SUPERVISION OF FINANCE DIRECTOR SEAN HOUSLEY UNTIL DECEMBER 31, 2022

RESOLUTION 16-2022

Sponsor: Councilwoman Spletzer

A RESOLUTION AUTHORIZING THE VILLAGE'S PARTICIPATION IN THE TREASURER OF OHIO'S MARKET ACCESS PROGRAM; AND AUTHORIZING THE PREPARATION AND FILING OF AN APPLICATION FOR THAT PROGRAM AND THE EXECUTION AND DELIVERY OF A STANDBY NOTE

PURCHASE AGREEMENT WITH THE TREASURER AND OTHER NECESSARY
AND APPROPRIATE DOCUMENTS

XI. Public Comments

XII. Closing Remarks

Motion to Recess into Executive Session according to criteria below.

☒ 1. Personnel Matters: To Consider one or more, as applicable, of the marked items:

- | | | | |
|---|--|--|-------------------------------------|
| <input checked="" type="checkbox"/> Appointment | <input checked="" type="checkbox"/> Employment | <input type="checkbox"/> Dismissal | <input type="checkbox"/> Discipline |
| <input checked="" type="checkbox"/> Promotion | <input type="checkbox"/> Demotion | <input checked="" type="checkbox"/> Compensation | |

☐ 2. Purchase or Sale of Property

☒ 3. Pending or Imminent Court Action

☐ 4. Collective Bargaining Matters

☐ 5. Matters Required to be Kept
Confidential – Contract Negotiations

☐ 6. Security Matters

☐ 7. Hospital Trade Secrets

☐ 8. Confidential Business Information of
an Applicant for Economic Development
Assistance

☐ 9. Veterans Service Commission
Applications

XIII. Adjournment



NEWTON FALLS CITY COUNCIL
REGULAR MEETING MINUTES
 Wednesday, April 20, 2022; 6:00 PM
 COUNCIL CHAMBERS
 612 WEST BROAD STREET

CITY COUNCIL MEMBERS	
Ward 1	Michael Serotko
Ward 2	John Baryak
Ward 3	Tesa Spletzer
Ward 4	Christopher Granchie
At- Large	Julie Stimpert
Mayor	Kenneth Kline

CITY ADMINISTRATION	
City Manager	Pamela Priddy
Law Director	Brad Bryan
Finance Director	Sean Housley
City Clerk	Michael Acomb

I. Call to Order

Mayor Kline called the meeting to order at 6:09 pm.

II. Pledge of Allegiance / Silent Prayer

III. Roll Call

Council Present: Councilman Serotko, Councilman Baryak, Councilwoman Spletzer, Councilman Granchie, Councilwoman Stimpert

Council Absent: none

Staff Present: Mayor Kline, City Manager Priddy, Finance Director Housley, Law Director Bryan, City Clerk Acomb, City Administrator Smeiles

IV. Special Presentations by Staff Members or Invited Consultants

None

V. Public Comments

Adam Zimmerman – 515 Lemae Avenue
 Mr. Zimmerman stated his appreciation that sponsors are listed on the council agenda again. He stated that he opposes Ordinance 2022-15. His concerns included the law firm in question has resigned their position with Newton Falls and are charging rates that are too high for their work and

additional staff. He expressed frustration that he hasn't been able to see past invoices for this law firm and questioned if they exist or not.

Richard Kerlin – 1009 Woodglen

Mr. Kerlin stated that his review of public records and his understanding is that the law firm in question related to Ordinance 2022-15 will defend the City in various lawsuits and that the attorney fees would be paid by the insurance company.

Julie Lemon – 609 Ridge Road

Related to Ordinance 2022-18, she stated everyone who lives in the City is paying for an sewer upgrade and that no one should get a better rate than the citizens of the City. She urged Council to ensure that this doesn't happen.

VI. Reports

a. Mayor

- i. Mayor Kline attended the Easter Celebration at the VFW and enjoyed it very much. He thanked all who worked to make it a great event. He expressed his thanks to everyone, including Council for their time and effort in the interview processes for the open positions in City Manager, Police, and Finance. He expressed his thanks to community, as recently, he has had many quality interactions with the citizens that he felt were very good in which he heard many good ideas.

b. Council Members

- i. Mr. Serotko attended the most recent zoning meeting on Monday and indicated that the commission tabled the request related to 737 Ridge Road pending additional information from the law director.
- ii. Mr. Baryak thanked the City Manager and the Economic Development Team for Dunkin Donuts. He is trying to find out if it will be a sit-down restaurant or drive-thru.
- iii. Ms. Spletzer attended the zoning meeting with Serotko. She stated that the Parks and Rec meeting will be held on April 26 at 5:30pm
- iv. Mr. Granchie shared that he spent time answering email and phone calls as usual.
- v. Ms. Stimpert shared the fire board meeting was cancelled due to illness. It will be rescheduled for April 26 at 6:00 pm at the township hall. She also answered emails and phone calls.

c. Finance Director

- i. Mr. Housley shared that March is closed but has not been reconciled. Reports have been sent to the group that does the reconciliations and to Council, including the summary reports. Presently, the general fund is reported at a positive cash balance of \$58,000 for the month of April.

With one more week left in the month, anticipated attorney invoices, and the remaining payroll, he doesn't believe the month will close positive..

- ii. RITA notified Mr. Housley that a refund of \$20K for made to Markin Limited Partnership for an overpayment in estimated taxes. Markin is a real estate company and recently went out of business. In the prior year, their liability was about \$7000 and prior to that about \$200.
- d. Law Director
 - i. Mr. Bryan introduced himself and thanked council for the opportunity to work with them. He is looking forward to getting to know the village and people.
- e. City Manager
 - i. Mrs. Priddy spent most of her time with the Scott Street project, trails, and impending sale of the old annex building which will be listed tomorrow. Senior Service Say is this Friday, April 22, 2022. She requested that Council visit the event. She stated the schedule. Lunch was donated, including desserts for the kids.

No changes were made to the agenda.

VII. Approval of Previous Minutes

VIII. Public Hearings

ORDINANCE 2022-14

Sponsor: Ms. Spletzer

AN ORDINANCE MAKING APPROPRIATIONS FOR THE CURRENT EXPENSE AND OTHER EXPENDITURES FOR THE CITY OF NEWTON FALLS, OHIO, FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022 AND AUTHORIZING THE FINANCE DIRECTOR TO AMEND AND FILE A CERTIFICATE OF RESOURCES TO THE COUNTY AUDITOR

No public comments.

Passed Second Reading

ORDINANCE 2022-15

Sponsor: Mr. Baryak

AN ORDINANCE AUTHORIZING THE CITY MANAGER TO ENTER INTO A CONTRACT WITH THE LAW FIRM OF RODERICK LINTON BELFANCE, LLP (ATTORNEY ALFRED E. SCHRADER, ATTORNEY KRISTOPHER B. EMMEL, AND ATTORNEY DAVID A. RAN- DOLPH) TO REPRESENT THE CITY LAWSUITS INVOLVING MATHEW EVANS, EUGENE FIXLER AND A COMMON PLEAS COURT CASE INVOLVING THE CITY OF THE VILLAGE OF NEWTON FALLS REGARDING OHIO SUNSHINE LAWS.

Adam Zimmerman – 515 Lemae Avenue

He shared that his research shows that insurance companies assign their own lawyers to cases in which they would defend the City. He stated that he does not understand or agree with this proposed ordinance and urges reconsideration by Council. In his view, this is an unnecessary expense. He would prefer that the Law Director perform these duties and services to the City and urged the Council to show their faith in him to do the job.

Richard Kerlin – 1009 Woodglen

He stated the deductible of the insurance policy is \$25K, which will need to be paid regardless of who performs the legal services to the City. He stated that the insurance company agreed to name this firm as one of their firms.

Passed Second Reading

IX. Unfinished/New Business

ORDINANCE 2022-14

Sponsor: Ms. Spletzer

AN ORDINANCE MAKING APPROPRIATIONS FOR THE CURRENT EXPENSE AND OTHER EXPENDITURES FOR THE CITY OF NEWTON FALLS, OHIO, FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022 AND AUTHORIZING THE FINANCE DIRECTOR TO AMEND AND FILE A CERTIFICATE OF RESOURCES TO THE COUNTY AUDITOR

No Council comments.

Moved by: Ms. Spletzer Seconded by: Mr. Baryak

Mr. Serotko-yes; Mr. Baryak-yes; Ms. Spletzer-yes; Mr. Granchie-yes;

Ms. Stimpert-yes

Final passage.

ORDINANCE 2022-15

Sponsor: Mr. Baryak

AN ORDINANCE AUTHORIZING THE CITY MANAGER TO ENTER INTO A CONTRACT WITH THE LAW FIRM OF RODERICK LINTON BELFANCE, LLP (ATTORNEY ALFRED E. SCHRADER, ATTORNEY KRISTOPHER B. EMMEL, AND ATTORNEY DAVID A. RAN- DOLPH) TO REPRESENT THE CITY LAWSUITS INVOLVING MATHEW EVANS, EUGENE FIXLER AND A COMMON PLEAS COURT CASE INVOLVING THE CITY OF THE VILLAGE OF NEWTON FALLS REGARDING OHIO SUNSHINE LAWS.

Mr. Granchie stated a number of concerns including that he did not see tort insurance on the contract, he didn't know why a contract was needed, and his understanding that the City cannot afford simple things but can now afford this. He stated that this action is irresponsible.

Mr. Baryak asked the Law Director to comment. Bryan indicated that the insurance company appointed the law firm to represent the City and will pay the law firm their negotiated rates. The Administrative Appeal matters will not be covered. The Village will have to pay out of pocket to Roderick Linton for handling those cases.

Mayor Kline stated that his belief that a good steward isn't having a new lawyer come into the case(s) midstream and that they should stay with the attorney who know the case(s).

Ms. Stimpert expressed discomfort with the decision and asked if we have invoices for Jan, Feb, and Mar?

Finance Director Housley assured Council that the invoices exist, they need to be reviewed, and are not a public record until then. Future invoices will be related only to the current cases. He stated that Council is limited to a maximum out of pocket deductible of \$25K.

City Manager Priddy confirmed the Administrative Appeal portions of the lawsuits are not covered by the policy.

Law Director Bryan commented that continuity makes sense and he cannot predict the amount of future work related to the case(s). He assured Council that the Finance Director and City Manager will be responsible to ensure that the invoices match the work that is performed and are only paid if so.

Mr. Housley asked if the Law Director will control Mr. Schrader's time and it was stated that \$200 an hour is reasonable for the type of work that will be performed. The Law Director will also review and ensure that bills are justified. When asked to provide an estimate, the Law Director surmised that the bill would be around \$5000.

Ms. Spletzer pointed out that if Mr. Schrader could finish under \$10000, then it actually saves the City the additional \$15K against the deductible. Law Director Bryan stated that reaching deductible is unlikely.

Mr. Serotko declined the Mayor's invitation to comment.

Mr. Granchie expressed concern that the City will be solely responsible for costs and reiterated that it cannot be afforded and that the Law Director should take over. Mrs. Priddy clarified that one portion is going through insurance, two other portions are not covered and will be handled by this firm. The part not covered is what the firm will handle. She stated the Law Director will review everything the firm does to ensure it is justified. She continued that the City should pay a Law Director and this firm. The Law Director stated that he took the position based on a limited time commitment and he would need to charge for higher compensation past

those limits. He reiterated that it doesn't make sense to change attorneys and pay him to learn the cases that Mr. Schrader already knows.

Mr. Housley stated a proposal for the Law Director to generate an estimate and suggested that Mr. Schrader take a purchase order for that estimate or he proposed that Council can budget in a way that gives Council power to approve the invoices, which would be Mr. Schrader's risk. Ms. Stimpert asked about the availability of funds. Mr. Housley stated that a PO requires certification of available money in the general fund. He stated that if the City goes into the red, then he will not be able to certify the funds for any PO.

Mr. Baryak stated that continuity was necessary and that integrity and transparency are paramount. He stated that Mr. Schrader is familiar with the case(s) and expressed confidence in Mr. Schrader.

Mr. Serotko stated that he does not support changing the attorney in the middle of the case. Ms. Stimpert disagreed with Mr. Serotko.

Moved by: Mr. Baryak Seconded by: Ms. Spletzer

Mr. Baryak-yes; Ms. Spletzer-yes; Mr. Granchie-no; Ms. Stimpert-no; Mr. Serotko-yes

The ordinance passed 3-2.

Final passage.

X. New Business

ORDINANCE 2022-18

Sponsor: Mayor

Kline

AN ORDINANCE AMENDING ORDINANCE 2022-03 ESTABLISHING SEWER RATES FOR NEWTON FALLS UTILITY CUSTOMERS

Mayor Kline asked Mrs. Priddy if it made sense to table this ordinance based on caucus discussion.

Mrs. Priddy stated that the ordinance needed to move on because the additional study needed is related to only the nonmetered rates. The rates in this ordinance are resident rates and outside city rates which would still be good.

Ms. Spletzer stated that the numbers in the ordinance are based on 2018/19 study and stated that these are the number from that study. She assured everyone that they were not made up, that the study cost a lot of money and it resulted in these rates.

Mrs. Priddy stated that the rates are currently 8 months behind and need to catch up for next rate study.

Ms. Spletzer stated that she heard the comments on unmetered customers and stated that tonight's vote can be changed. She urged passage with adjustment later, if needed.

Mr. Granchie stated his believe that the study was equitable urged passage of the ordinance.

Moved by: Ms. Spletzer Seconded by: Mr. Baryak

Ms. Spletzer-yes; Mr. Granchie-no; Ms. Stimpert-yes; Mr. Serotko-yes;

Mr. Baryak-yes

The ordinance passed 5-0.

Passed First Reading

XI. Public Comments

Adam Zimmerman – 515 Lemae Avenue

Mr. Zimmerman stated that the city out of money and questioned Mr. Housley's financial reporting, specifically in how the City went from having \$384,000 at end of last year to \$8900. He expressed concern that no meeting minutes exist for that time period. He also stated that the Planning and Zoning Committee will hear his appeal regarding the signs in his yard on May 2. He believes the City is against him. He expressed concern that City Manager Priddy was hired with a motion after an executive session, and pointed out that an action as such requires an ordinance. He questioned the reasons that City Manager Priddy could be reimbursed for auto fuel when she hasn't submitted an expense report and questioned why she would need to be reimbursed if she is using a city vehicle.

Richard Kerlin – 1009 Woodglen

Mr. Kerlin expressed that Ms. Priddy is a bargain compared to the past City Manager. As she currently, works for nothing other than expenses. He stated that this was a smart decision by Council. Regarding the motion on her contract, he stated that the past City Manager negotiated and wrote his own contract. The motion causes no problem with the Charter. He stated it's a good vote and a wise decision.

Julie Lemon - 609 Ridge Road

Ms. Lemon expressed her support for City Manager Priddy, but requested Council to follow Article 3.11 and set the terms and conditions of her contract prior to employment. She requested that Council make this correct for the community. She stated that it is time for this community to move forward and encouraged Council and Mayor to move the community forward by focusing on relevant and positive things only.

XII. Closing Remarks

Mayor

Mayor Kline thanked Council for working together and stated his appreciation for Lemon's comment about doing things correctly. He stated that they handled Priddy's hiring correctly and reiterated that exiting executive session in any other way than they did would have violated sunshine laws. He stated that her official hiring will be done by ordinance.

City Manager

No comments.

Council Members

Mr. Serotko - none

Mr. Baryak – He referenced Article 3 section 1 and asked the Law Director to weigh-in. He stated his assurances things will be done in a proper manner and that Mrs. Priddy's contract will be negotiated and presented to Council for approval. He defended this council and stated their attempt to clean things up with transparency. He expressed that a few do not speak for the whole of the community and that he has heard compliments about Council. He urged the negativity to stop.

Ms. Spletzer – As the Council Representative for Parks and Recreation, she stated that the next meeting is on April 26

Mr. Grancie – no comments

Ms. Stimpert – no comments

i.

Motion to Adjourn into Executive Session (if necessary)

Motion to Adjourn into Executive Session (as noted below) at 7:02 pm.

☒ 1. Personnel Matters: To Consider one or more, as applicable, of the marked items:

- | | | | |
|---|--|--|--|
| <input checked="" type="checkbox"/> Appointment | <input checked="" type="checkbox"/> Employment | <input checked="" type="checkbox"/> Dismissal | <input checked="" type="checkbox"/> Discipline |
| <input checked="" type="checkbox"/> Promotion | <input checked="" type="checkbox"/> Demotion | <input checked="" type="checkbox"/> Compensation | |

- ☐ 2. Purchase or Sale of Property
☐ 3. Pending or Imminent Court Action
☐ 4. Collective Bargaining Matters

- ☐ 6. Security Matters
☐ 7. Hospital Trade Secrets
☐ 8. Confidential Business Information of an Applicant for Economic Development Assistance
☐ 9. Veterans Service Commission Applications

- ☐ 5. Matters Required to be Kept Confidential – Contract Negotiations

Moved by: Mr. Baryak Seconded by: Ms. Spletzer
Mr. Granchie-yes; Ms. Stimpert-yes; Mr. Serotko-yes; Mr. Baryak-yes;
Ms. Spletzer-yes

The motion passed 5-0

*Council may or may not act following the Executive Session

Motion to adjourn executive session at 7:53 pm.

Moved by: Mr. Granchie Seconded by: Ms. Spletzer

Ms. Stimpert-yes; Mr. Serotko-yes; Mr. Baryak-yes; Ms. Spletzer-yes; Mr. Granchie-yes

The motion passed 5-0

No further action was taken by Council.

XIII. Adjournment

Motion to adjourn the regular meeting at 7:54 pm.

Moved by: Mr. Granchie Seconded by: Ms. Spletzer

Mr. Serotko-yes; Mr. Baryak-yes; Ms. Spletzer-yes; Mr. Granchie-yes;
Ms. Stimpert-yes

The motion passed 5-0

ORDINANCE 2022-18

SPONSOR: MAYOR KLINE

AN ORDINANCE AMENDING ORDINANCE 2022-03 ESTABLISHING SEWER RATES
FOR NEWTON FALLS UTILITY CUSTOMERS.

WHEREAS, ordinance 2022-03 established a date to apply the rate increase for 2021;
and

WHEREAS, The City desires to set effective dates for the rate increases scheduled for
the calendar years of 2022, 2023, 2024 and 2025;

COUNCIL FOR THE CITY OF NEWTON FALLS, STATE OF OHIO, HEREBY ORDAINS:

Section 1: Newton Falls City Council hereby ratifies and confirms the sewer rate
increases set forth below, together with the effective dates shall be adopted as follows:

Rates Per 1,000 Gallons of Metered Water for Metered Customers

2022 Effective July 1 2022

City \$15.47
Township \$17.97

2023 Effective January 1 2023

City \$16.40
Township \$19.05

2024 Effective January 1 2024

City \$17.38
Township \$20.19

2025 Effective January 1 2025

City \$18.25
Township \$21.20

Rates Per Person Per Month for Unmetered Customers

2022 Effective July 1 2022

City \$29.38
Township \$36.72

2023 Effective January 1 2023

City \$31.14
Township \$38.92

2024 Effective January 1 2024

City \$33.01
Township \$41.25

2025 Effective January 1 2025

City \$34.66
Township \$43.31

Section 2. That any ordinances or resolutions of the City of the Village of Newton Falls in conflict herewith are hereby repealed, and that any and all ordinances and resolutions consistent herewith ratified and confirmed.

Section 3. That it is found and determined that all formal actions of this Council concerning and relating to the adoption of this resolution 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.

PASSED IN COUNCIL THIS 20TH DAY OF APRIL 2022.

Mayor, Kenneth A. Kline

ATTEST: _____
Clerk of Council,

APPROVED AS TO FORM:

Law Director

ATTEST:

Newton Falls, Ohio _____
I, hereby certify that Resolution or Ordinance
No. _____ was published by title or
in full in the local newspaper, or designated
by Council resolution on the date or dates of
_____.

Clerk of Council

1st Reading: _____

Public Hearing: _____

2nd Reading: _____

Effective: _____

VILLAGE OF NEWTON FALLS, OHIO
ORDINANCE NO.: 2022-19
SPONSOR: Councilman John Baryak

**AN EMERGENCY ORDINANCE APPOINTING BRADRIC BRYAN AS THE DIRECTOR
OF LAW AND AUTHORIZING THE CITY MANAGER TO ENTER INTO AN AMENDED
DIRECTOR OF LAW AGREEMENT**

WHEREAS, due to the untimely illness (and subsequent passing) of recently hired Newton Falls Law Director Robert Heydorn, Mr. Bryan was appointed as the Newton Falls Director of Law at an Emergency Council Meeting held on April 14, 2022 pursuant to an Agreement that was authorized by Council and subsequently executed by the City Manager; and

WHEREAS, the April 14, 2022 Agreement between Newton Falls and Mr. Bryan contemplated Mr. Bryan expending an average of 27 hours per month of work as the Newton Falls Director of Law for the foreseeable future; and

WHEREAS, at the time the April 14, 2022 Agreement was entered into by Newton Falls and Mr. Bryan, Newton Falls and Mr. Bryan were operating under the understanding the Roderick Linton Belfance law firm would continue to handle certain pending litigation matters for the Village; and

WHEREAS, since that date, the Roderick Linton Belfance law firm has determined that it will not continue to represent the Village in ongoing litigation matters with the exception of one case for which the firm has been appointed handle by the Village insurance company; and

WHEREAS, it is now clear that Mr. Bryan will need to represent the Village in certain pending litigation matters on an immediate basis and expend considerably more time and hours of work in connection with his responsibilities as Newton Falls Director of Law.

NOW, THEREFORE, the Council of the Village of Newton Falls, State of Ohio, hereby ordains:

SECTION 1. That Council hereby and herein appoints Mr. Bryan as the Director of Law, retroactive to April 14, 2022, and authorizes the City Manager to enter into the attached Amended Director of Law Agreement, or an agreement that is substantially similar thereto.

ORDINANCE NO. 2022-19
PAGE TWO

SECTION 2. That all formal actions of this Council concerning and relating to the adoption of this Ordinance were taken in an open meeting of this Council, and all deliberations of this Council or any of its committees that resulted in such formal action were taken in meetings open to the public and/or in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

SECTION 3. That this Ordinance is hereby declared to be an emergency measure necessary for the public peace, health, and welfare of the residents of the Village of Newton Falls for the reason that it is necessary for the Village to properly appoint and retain a Director of Law/legal counsel on an immediate basis to ensure that urgent legal matters, including certain pending litigation matters, are promptly handled, and that this Ordinance shall take immediate effect upon its passage, pursuant to Newton Falls Charter Article V, Section 21.

PASSED IN COUNCIL THIS _____ DAY OF _____, 2022

Kenneth A. Kline, Mayor

Attest:

Michael Acomb, Clerk of Council

Approved as to Legal Form.

Bradric T. Bryan, Law Director

AMENDED DIRECTOR OF LAW AGREEMENT

This Agreement is entered into this _____ day of _____, 2022, by and between Newton Falls, Ohio ("Newton Falls"), an Ohio municipal corporation, and Bradric Bryan ("Attorney"), 22050 Mastick Road, Fairview Park, Ohio 44126, an attorney licensed to practice law in the State of Ohio, collectively referred to as the "Parties".

WHEREAS, due to the untimely illness (and subsequent passing) of recently hired Newton Falls Director of Law Robert Heydorn, Attorney was hired as the Newton Falls Director of Law at an Emergency Council Meeting held on April 14, 2022 pursuant to an Agreement that was authorized by Council and subsequently executed by the City Manager; and

WHEREAS, the April 14, 2022 Agreement between the Parties contemplated Attorney expending an average of 27 hours per month of work as Newton Falls Director of Law for the foreseeable future; and

WHEREAS, at the time the April 14, 2022 Agreement was entered into by the Parties, the Parties were operating under the understanding the Roderick Linton Belfance law firm would continue to handle certain pending litigation matters for the Village; and

WHEREAS, since that date, the Roderick Linton Belfance law firm has determined that it will not continue to represent the Village in ongoing litigation matters with the exception of one case for which the firm has been appointed handle by the Village insurance company; and

WHEREAS, it is now clear that Attorney will need to represent the Village in certain pending litigation matters on an immediate basis and expend considerably more time and hours of work in connection with his responsibilities as Newton Falls Director of Law.

NOW, THEREFORE, Newton Falls and Attorney hereby enter into the within Amended Agreement for Attorney to serve as its Director of Law under the supervision of the City Manager in accordance with the provisions of the Newton Falls Charter and the following terms and conditions.

1. Scope of Work and Compensation. Mr. Bryan shall regularly attend Regular Council Meetings and Special and other meetings requested by the City Manager and Council and perform all other necessary work in accordance with the scope of duties for the Director of Law set forth in the Newton Falls Charter, including all Village litigation matters, with the exception of litigation matters for which insurance counsel has been appointed or when otherwise authorized by Council. As compensation for undertaking the duties of the Director of Law during the month of April, 2022, Attorney shall be paid a fixed monthly salary of \$3,750, prorated based upon his April 14, 2022 start date, with Attorney being included in the Ohio Public Employees Retirement System. Starting May 1, 2022, Attorney shall be paid a fixed monthly salary of \$5,833 per month (which equates to \$46,664 for the remainder of the 2022 calendar year), with Attorney being included in the Ohio Public Employees Retirement System. Attorney shall be considered a part-time employee and shall not be entitled to any other employee benefits except as specified herein. Attorney shall cover his own expenses in the

performance of his duties with the exception of expenses approved in advance by the City Manager such as court or other government filing fees, court reporter or deposition costs, expert fees, and the like.

2. Effective Date and Termination. This Agreement shall be effective upon execution and may be terminated by either party: (a) immediately for cause; or (b) at will and without cause with the provision of sixty (60) days' written notice to the other party.

Attorney

Newton Falls

Bradric T. Bryan

Pamela S. Priddy, City Manager

VILLAGE OF NEWTON FALLS, OHIO
ORDINANCE NO.: 2022-20
SPONSOR: Councilman John Baryak

**AN EMERGENCY ORDINANCE APPOINTING PAMELA PRIDDY AS THE CITY
MANAGER AND AUTHORIZING THE MAYOR TO EXECUTE THE ATTACHED
AGREEMENT FIXING THE SALARY AND TERMS AND CONDITIONS OF
EMPLOYMENT FOR THE CITY MANAGER**

WHEREAS, Council appointed Ms. Priddy as Interim City Manager on or about August 9, 2021, and Ms. Priddy has served in that capacity since that time on a volunteer basis without pay; and

WHEREAS, Council now desires to appoint Ms. Priddy as City Manager in accordance with Article IV, Section 1 of the Charter of Newton Falls; and

WHEREAS, Council desires to authorize the Mayor to execute the attached Agreement fixing the salary and terms and conditions of employment for the City Manager.

NOW, THEREFORE, the Council of the Village of Newton Falls, State of Ohio, hereby ordains:

SECTION 1. That Council hereby and herein appoints Ms. Priddy as the City Manager, retroactive to May 1, 2022, and authorizes the Mayor to execute the attached Agreement fixing the salary and terms and conditions of employment for the City Manager.

SECTION 2. That all formal actions of this Council concerning and relating to the adoption of this Ordinance were taken in an open meeting of this Council, and all deliberations of this Council or any of its committees that resulted in such formal action were taken in meetings open to the public and/or in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

SECTION 3. That this Ordinance is hereby declared to be an emergency measure necessary for the public peace, health, and welfare of the residents of the Village of Newton Falls for the reason that Council feels it is important to have a City Manager in place that is not serving in an Interim capacity and provide proper compensation to the City Manager, on an immediate basis, and that this Ordinance shall take immediate effect upon its passage, pursuant to Newton Falls Charter Article V, Section 21.

ORDINANCE NO. 2022-20
PAGE TWO

PASSED IN COUNCIL THIS _____ DAY OF _____, 2022

Kenneth A. Kline, Mayor

Attest:

Michael Acomb, Clerk of Council

Approved as to Legal Form.

Bradric T. Bryan, Law Director

CITY MANAGER AGREEMENT

This Agreement is entered into this _____ day of _____, 2022, by and between Newton Falls, Ohio (“Newton Falls”), an Ohio municipal corporation, and Pamela Priddy (“Ms. Priddy”), collectively referred to as the “Parties”.

WHEREAS, Ms. Priddy was appointed Interim City Manager on or about August 9, 2021; and

WHEREAS, the Newton Falls Council removed the Interim title and appointed Ms. Priddy to the position of City Manager on this _____ day of _____, 2022 in accordance with Article IV, Section 1 of the Charter of Newton Falls.

NOW, THEREFORE, Newton Falls and Ms. Priddy hereby enter into the within Agreement for Ms. Priddy to serve as City Manager in accordance with the provisions of the Newton Falls Charter and the following terms and conditions.

1. **Compensation and Benefits.**

- a. As compensation for performing the duties of City Manager, Ms. Priddy shall be paid a fixed annual salary of \$60,000 (\$5,000 per month), prorated as of May 1, 2022, with Ms. Priddy being included in the Ohio Public Employees Retirement System.
- b. The position shall be full-time.
- c. Ms. Priddy shall be entitled to 200 hours of vacation leave per calendar year. Unused vacation hours in any year may not be cashed out or carried over into a subsequent year.
- d. Ms. Priddy shall be provided with the use of a Village vehicle. Ms. Priddy’s use of that vehicle shall be unlimited within Trumbull County. Ms. Priddy is restricted from driving her Village vehicle outside of Trumbull County except on Village business.
- e. Ms. Priddy shall be reimbursed by the Village for her reasonable out of pocket expenses expended in the course of her duties in accordance with any Village expense reimbursement policy.
- f. Ms. Priddy shall receive life insurance benefits in accordance with the standard coverage plan provided to other Village employees but hereby waives her right to participate in all Village employee health, dental, and vision insurance coverage plans.

2. **Termination.** This Agreement may be terminated by either party: (a) immediately for cause; or (b) at will and without cause with the provision of thirty (30) days’ written notice to the other party.

City Manager

Newton Falls

Pamela Priddy

Kenneth Kline, Mayor

VILLAGE OF NEWTON FALLS, OHIO
ORDINANCE NO.: 2022-21
SPONSOR: Councilwoman Tesa Spletzer

PID No. 110489
County/Route/Section D04 SIGN FY2023
(Systematic)

**AN EMERGENCY ORDINANCE PROVIDING CONSENT TO THE DIRECTOR OF
TRANSPORTATION TO PERFORM SYSTEMATIC SIGN UPGRADES ON STATE
ROUTE 5 IN THE VILLAGE OF NEWTON FALLS**

WHEREAS, the State has identified the need for systematic sign upgrades, including route shields and mile markers, on State Rt. 5 in the Village of Newton Falls ("Village"), and, therefore, the Director of Transportation is requesting the within consent legislation in connection with that Project.

NOW, THEREFORE, the Council of the Village of Newton Falls, State of Ohio, hereby ordains:

SECTION 1. That the State has identified the need for systematic sign upgrades, including route shields and mile markers, on State Rt. 5 in the Village.

SECTION 2. That it being in the public interest, the Village gives consent to the Director of Transportation to complete the above described project

SECTION 3. That the Village shall cooperate with the Director of Transportation in the above described project as follows: (1) the State shall assume and bear 100% of all of the costs of the improvement; (2) the Village further agrees to pay One Hundred Percent (100%) of the cost of those features requested by the Village that are determined by the State and Federal Highway Administration to be unnecessary for the Project.

SECTION 4. That the Village agrees that all right-of-way required for the described project will be acquired and/or made available in accordance with current State and Federal regulations, and the Village also understands that right-of way costs include eligible utility costs.

SECTION 5. That upon completion of the described Project, and unless otherwise agreed, the Village shall: (1) provide adequate maintenance for the described Project in accordance with all applicable state and federal law, including, but not limited to, 23 USC 116; (2) provide ample financial provisions, as necessary, for the maintenance of the Project; (3) maintain the right-of-way, keeping it free of obstructions; and (4) hold said right-of-way inviolate for public highway purposes..

SECTION 6. That the City Manager of the Village is hereby empowered on behalf of the Village to enter into contracts with the Director of Transportation that are necessary to complete the above-described project.

SECTION 7. That all formal actions of this Council concerning and relating to the adoption of this Ordinance were taken in an open meeting of this Council, and all deliberations of this Council or any of its committees that resulted in such formal action were taken in meetings open to the public and/or in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

SECTION 8. That this Ordinance is hereby declared to be an emergency measure necessary for the public peace, health, and welfare of the residents of the Village of Newton Falls for the reason that it is necessary to expedite this highway project and promote highway safety, and that this Ordinance shall take immediate effect upon its passage, pursuant to Newton Falls Charter Article V, Section 21.

PASSED IN COUNCIL THIS _____ DAY OF _____, 2022

Kenneth A. Kline, Mayor

Attest:

Michael J. Acomb, Clerk of Council

Approved as to Legal Form.

Bradric T. Bryan, Law Director

CERTIFICATE OF COPY
STATE OF OHIO

Village of Newton Falls of Trumbull County, Ohio,
(LPA)

Michael Acomb, as Clerk of the Village of Newton Falls
(LPA)

of Trumbull County, Ohio, do hereby certify that the forgoing is a true and
correct copy of Ord. No. 2022-21 adopted by the legislative Authority of the said
(Ordinance/Resolution)

Village of Newton Falls on the _____ day of _____, 20____
(LPA)

that the publication of such Ordinance No. 2022-21 has been made and certified of
(Ordinance/Resolution)

record according to law; that no proceedings looking to a referendum upon such

Ord. No. 2022-21 have been taken; and that such Ord. No. 2022-21
(Ordinance/Resolution) (Ordinance/Resolution)

and certificate of publication thereof are of record
with the Village of Newton Falls.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal, if
applicable, this _____ day of _____,

CITY SEAL

Michael Acomb, Clerk

Village of Newton Falls of Trumbull County, Ohio
(LPA)

Newton Falls is a Village. No seal is required.

The foregoing is accepted as a basis for proceeding with the project herein described.

For the Village of Newton Falls of Trumbull County, Ohio
(LPA)

Attest: _____, Date _____

For the State of Ohio

Attest: _____, Date _____
Director, Ohio Department of Transportation

VILLAGE OF NEWTON FALLS, OHIO
ORDINANCE NO.: 2022-22
SPONSOR: Councilwoman Tesa Spletzer

**AN EMERGENCY ORDINANCE MAKING APPROPRIATIONS FOR THE CURRENT
EXPENSES AND OTHER EXPENDITURES FOR THE VILLAGE OF NEWTON
FALLS, OHIO, FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022 AND
AUTHORIZING THE FINANCE DIRECTOR TO AMEND AND FILE A CERTIFICATE
OF RESOURCES TO THE COUNTY AUDITOR.**

WHEREAS, it is necessary to make appropriations for the current expenses and other expenditures for the Village of Newton Falls, Ohio, for the fiscal year ending December 31, 2022; and

WHEREAS, this Ordinance has funding sources that originated after the original Certificate of Resources was issued; and

WHEREAS, the re-appropriations will require an update of the Certificate of Resources to be filed with the Trumbull County Auditor.

NOW, THEREFORE, the Council of the Village of Newton Falls, State of Ohio, hereby ordains:

SECTION 1. That "Exhibit A" attached hereto as if fully rewritten herein amends "Exhibit A" of Ordinance 2021-37 and shall be the appropriations for the funds designated for the fiscal year ending December 31, 2022 for the Village of Newton Falls. Any funds not listed in this exhibit shall remain intact as previously amended or as listed in Ordinance 2021-37.

SECTION 2. That the Village Director of Finance is hereby authorized to draw warrants on the Village Treasury for payment of the foregoing appropriations, upon receiving proper certification and vouchers thereof, and no salaries or wages shall be paid except to persons employed by authority of and in accordance with law or ordinance.

SECTION 3. That it is found and determined that all formal actions of this Council concerning and relating to the adoption of this resolution 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 4. That this Ordinance is hereby declared to be an emergency measure necessary for the public peace, health, and welfare of the residents of the Village of Newton Falls for the reason that this Ordinance is required by law and is immediately necessary to permit expenditures related to the provision of Village operations and services, and that this Ordinance shall take immediate effect upon its passage, pursuant to Newton Falls Charter Article V, Section 21.

PASSED IN COUNCIL THIS _____ DAY OF _____, 2022

Kenneth A. Kline, Mayor

Attest:

Michael Acomb, Clerk of Council

Approved as to Legal Form.

Bradric T. Bryan, Law Director

CITY OF NEWTON FALLS		2022 Current Appropriations	2022 Proposed Appropriations	Difference
100	General Fund			
CITY ADMINISTRATION				
Personal Services	Legal Level	63,599.64	67,471.71	3,872.07
Other Operations	Legal Level	28,162.49	32,337.27	4,174.78
	Total:	91,762.13	99,808.98	8,046.85
Council				
Personal Services	Legal Level	9,510.61	9,528.63	18.02
Other Operations	Legal Level	24,369.80	19,870.20	(4,499.60)
	Total:	33,880.41	29,398.83	(4,481.58)
FINANCE				
Personal Services	Legal Level	74,489.70	60,468.25	(14,021.45)
Other Operations	Legal Level	22,420.18	31,938.78	9,518.60
	Total:	96,909.88	92,407.03	(4,502.85)
LAW				
Personal Services	Legal Level	41,092.73	34,521.75	(6,570.98)
Other Operations	Legal Level	32,590.73	77,034.00	44,443.27
	Total:	73,683.46	111,555.75	37,872.29
100	Total:	2,290,596.96	2,327,531.67	36,934.71
502	SEWER OPERATING			
Personal Services	Legal Level	537,310.00	537,310.00	-
Other Operations	Legal Level	976,532.00	991,632.00	15,100.00
502	Total:	1,513,842.00	1,528,942.00	15,100.00
503	ELECTRIC OPERATING			
Personal Services	Legal Level	555,900.00	555,900.00	-
Other Operations	Legal Level	5,876,596.15	5,897,096.15	20,500.00
503	Total:	6,432,496.15	6,452,996.15	20,500.00
Grand Total:		18,307,063.19	18,379,597.90	72,534.71

VILLAGE OF NEWTON FALLS, OHIO
RESOLUTION NO.: 15-2022
SPONSOR: Tesa Spletzer

**A RESOLUTION AUTHORIZING THE ESTABLISHMENT OF AN INTERNSHIP FOR
ASSISTANT FINANCE DIRECTOR PAMELA WOLFORD TO RECEIVE FINANCE
DIRECTOR TRAINING UNDER THE DIRECT SUPERVISION OF FINANCE
DIRECTOR SEAN HOUSLEY UNTIL DECEMBER 31, 2022**

WHEREAS, it is the City Manager and Council's desire for Assistant Finance Director Pamela Wolford to receive finance director training under the direct supervision of Finance Director Sean Housley until December 31, 2022 with the intent of evaluating and determining whether Ms. Wolford is ready to ascend to the position of Finance Director for the Village at a future date.

NOW, THEREFORE, the Council of the Village of Newton Falls, State of Ohio, hereby ordains:

SECTION 1. That Council hereby and herein authorizes Assistant Finance Director Pamela Wolford to receive Finance Director training under the direct supervision of Finance Director Sean Housley, until December 31, 2022. There shall be no salary change for Ms. Wolford in connection with this Resolution.

SECTION 2. All formal actions of this Council concerning and relating to the adoption of this Resolution were taken in an open meeting of this Council, and all deliberations of this Council or any of its committees that resulted in such formal action were taken in meetings open to the public and/or in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

SECTION 3. This Resolution shall take effect immediately upon adoption in accordance with Article III, Section 22 of the Charter of Newton Falls.

PASSED IN COUNCIL THIS _____ DAY OF _____, 2022

Kenneth A. Kline, Mayor

Attest:

Michael Acomb, Clerk of Council

Approved as to Legal Form.

Bradric T. Bryan, Law Director

VILLAGE OF NEWTON FALLS, OHIO
RESOLUTION NO.: 16-2022
SPONSOR: _____

**A RESOLUTION AUTHORIZING THE VILLAGE'S PARTICIPATION IN THE
TREASURER OF OHIO'S MARKET ACCESS PROGRAM; AND
AUTHORIZING THE PREPARATION AND FILING OF AN APPLICATION FOR
THAT PROGRAM AND THE EXECUTION AND DELIVERY OF A STANDBY
NOTE PURCHASE AGREEMENT WITH THE TREASURER AND OTHER
NECESSARY AND APPROPRIATE DOCUMENTS**

WHEREAS, American Municipal Power, Inc. ("AMP") and the Village of Newton Falls (the "Village") have cooperated in connection with financing improvements to Newton Falls' electric system, including lighting and pole replacement, voltage conversion, substation additions, distribution system conversion and upgrade, and the acquisition and installation of a back-up generator (the "Project"); and AMP has issued its notes on behalf of the Village for such financing; and

WHEREAS, notes currently outstanding in the principal amount of \$690,000 are about to mature and should be renewed in the reduced principal amount of \$455,000; and

WHEREAS, the Village wishes to continue to have AMP issue the renewal notes on its behalf, but in order to obtain a more favorable interest rate on the renewal notes, the Village also wishes to participate in the Ohio Treasurer of State's Market Access Program (the "Program"); and

NOW, THEREFORE, Be It Resolved by the Council of the Village of Newton Falls, Ohio:

SECTION 1. That the Village's participation in the Ohio Treasurer of State's Market Access Program with respect to the issuance of AMP's \$455,000 Electric System Improvement Bond Anticipation Notes (Village of Newton Falls Project), Eighteenth (2022) Renewal is hereby authorized. The City Manager is authorized to prepare and file with the Treasurer an application for such Program.

SECTION 2. The Standby Note Purchase Agreement required for participation in the Program is hereby authorized in substantially the form presented to the Council with such changes not materially adverse to the Village as may be approved by the officers of the Village executing that Agreement. The Village acknowledges the agreement of the Treasurer of State in the Standby Note Purchase Agreement that, in the event the Village is unable to repay the principal amount and accrued and unpaid interest of the promissory note from the Village to AMP (the "Note") which provides the funds to pay the principal and interest on notes issued by AMP on the Village's behalf as set forth in the Amended and Restated Loan Agreement between AMP and the Village, dated as of June 1, 2016 (the "Loan Agreement") at their maturity, whether through its own funds or through the

RESOLUTION NO. 16-2022
PAGE TWO

issuance of other obligations by AMP on behalf of the Village, the Treasurer of State agrees: (a) to purchase the Note from AMP at a price of par plus accrued interest to maturity; or (b) to purchase a renewal note of the Village, in a principal amount not greater than the principal amount of the Note plus interest due at maturity, with such renewal note bearing interest at a rate equal to the one-year benchmark on the Municipal Market Data (MMD) AAA scale plus 400 basis points on the date the Village resolution authorizing the renewal note is adopted, maturing not more than one year after the date of their issuance, and being pre-payable at any time with 30 days' notice, provided that in connection with the Treasurer of State's purchase of such renewal note, the Village shall deliver to the Treasurer of State an unqualified opinion of nationally recognized bond counsel that: (i) such renewal note is the legal, valid and binding obligations of the Village and the principal of and interest on such renewal note, unless paid from other sources, are to be paid from the revenues of the Village's electric utility system; and (ii) interest on the renewal notes is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code as amended to the same extent that interest on the Note is so excluded.

SECTION 3. That the City Manager or her designee is authorized to execute and deliver, on behalf of the Village, the Standby Note Purchase Agreement, and any other documents or certificates deemed to be necessary or desirable in connection with this transaction. The Note has been issued by the Village pursuant to Article 18, Section 12 of the Ohio Constitution and Section 133.34(A)(4) of the Ohio Revised Code.

SECTION 4. That it is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution 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 5. This Resolution shall take effect immediately upon adoption in accordance with Article III, Section 22 of the Charter of Newton Falls.

PASSED IN COUNCIL THIS ____ DAY OF _____, 2022

Kenneth A. Kline, Mayor

Attest:

Michael Acomb, Clerk of Council

Approved as to Legal Form.

Bradric T. Bryan, Law Director

VILLAGE OF NEWTON FALLS, OHIO
RESOLUTION NO.: 16-2022
SPONSOR: Tesa Spletzer

**A RESOLUTION AUTHORIZING THE VILLAGE'S PARTICIPATION IN THE
TREASURER OF OHIO'S MARKET ACCESS PROGRAM; AND
AUTHORIZING THE PREPARATION AND FILING OF AN APPLICATION FOR
THAT PROGRAM AND THE EXECUTION AND DELIVERY OF A STANDBY
NOTE PURCHASE AGREEMENT WITH THE TREASURER AND OTHER
NECESSARY AND APPROPRIATE DOCUMENTS**

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WHEREAS, notes currently outstanding in the principal amount of \$690,000 are about to mature and should be renewed in the reduced principal amount of \$455,000; and

WHEREAS, the Village wishes to continue to have AMP issue the renewal notes on its behalf, but in order to obtain a more favorable interest rate on the renewal notes, the Village also wishes to participate in the Ohio Treasurer of State's Market Access Program (the "Program"); and

NOW, THEREFORE, Be It Resolved by the Council of the Village of Newton Falls, Ohio:

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SECTION 2. The Standby Note Purchase Agreement required for participation in the Program is hereby authorized in substantially the form presented to the Council with such changes not materially adverse to the Village as may be approved by the officers of the Village executing that Agreement. The Village acknowledges the agreement of the Treasurer of State in the Standby Note Purchase Agreement that, in the event the Village is unable to repay the principal amount and accrued and unpaid interest of the promissory note from the Village to AMP (the "Note") which provides the funds to pay the principal and interest on notes issued by AMP on the Village's behalf as set forth in the Amended and Restated Loan Agreement between AMP and the Village, dated as of June 1, 2016 (the "Loan Agreement") at their maturity, whether through its own funds or through the

RESOLUTION NO. 16-2022
PAGE TWO

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SECTION 3. That the City Manager or her designee is authorized to execute and deliver, on behalf of the Village, the Standby Note Purchase Agreement, and any other documents or certificates deemed to be necessary or desirable in connection with this transaction. The Note has been issued by the Village pursuant to Article 18, Section 12 of the Ohio Constitution and Section 133.34(A)(4) of the Ohio Revised Code.

SECTION 4. That it is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution 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 5. This Resolution shall take effect immediately upon adoption in accordance with Article III, Section 22 of the Charter of Newton Falls.

PASSED IN COUNCIL THIS ____ DAY OF _____, 2022

Kenneth A. Kline, Mayor

Attest:

Michael Acomb, Clerk of Council

Approved as to Legal Form.

Bradric T. Bryan, Law Director