CITY OF OAK HILL

Notice of Special Meeting

The City Council of the City of Oak Hill will hold a special meeting on Monday, December 5, 2022, at 6:00 p.m., prevailing time, at the City of Oak Hill City Hall, 100 Kelly Avenue, Oak Hill, West Virginia.

The agenda for the meeting is set forth below.

CITY OF OAK HILL

MONDAY, DECEMBER 5, 2022

SPECIAL MEETING - PROPOSED AGENDA

A. To consider and act upon a proposed Supplemental Resolution of the City entitled:

SUPPLEMENTAL RESOLUTION APPROVING THE FORMS OF AN AGREEMENT AND LEASE, A LEASE ASSIGNMENT AND A CREDIT LINE DEED OF TRUST, FIXTURE FILING AND SECURITY AGREEMENT IN CONNECTION WITH THE ISSUANCE OF THE LEASE REVENUE BONDS, SERIES 2022 (MUNICIPAL BUILDING), OF THE OAK HILL BUILDING COMMISSION (THE "ISSUER"); AND APPROVING OTHER MATTERS WITH RESPECT TO SUCH BONDS.

B. Take necessary action related to the foregoing.

C. Update from Fire Chief on Fire Levy Negotiations with County Commission (possible executive session)

SUPPLEMENTAL RESOLUTION

SUPPLEMENTAL RESOLUTION APPROVING THE FORMS OF AN AGREEMENT AND LEASE, A LEASE ASSIGNMENT AND A CREDIT LINE DEED OF TRUST, FIXTURE FILING AND SECURITY AGREEMENT IN CONNECTION WITH THE ISSUANCE OF THE LEASE REVENUE BONDS, SERIES 2022 (MUNICIPAL BUILDING), OF THE OAK HILL BUILDING COMMISSION (THE "ISSUER"); AND APPROVING OTHER MATTERS WITH RESPECT TO SUCH BONDS.

WHEREAS, the City Council of the City of Oak Hill (the "City") has duly and officially adopted and enacted an authorizing Ordinance on August 25, 2022 (the "City Ordinance"), entitled:

AN ORDINANCE AUTHORIZING THE ACQUISITION OF AND THE DESIGN, CONSTRUCTION, AND EQUIPPING OF ADDITIONS, BETTERMENTS, AND IMPROVEMENTS TO CERTAIN REAL PROPERTY LOCATED AT 101 MAIN STREET EAST IN THE CITY OF OAK HILL TO BE LEASED BY THE CITY OF OAK HILL BUILDING COMMISSION; AUTHORIZING THE LEASING OF SUCH FACILITIES BY THE BUILDING COMMISSION TO THE CITY OF OAK HILL; APPROVING THE SALE, ISSUANCE AND DELIVERY OF NOT TO EXCEED $1,500,000 LEASE REVENUE BONDS, SERIES 2022 BY THE OAK HILL BUILDING COMMISSION TO PROVIDE FUNDS TO FINANCE A PORTION OF THE COSTS OF SUCH ACQUISITION AND RELATED COSTS AND EXPENSES; PRESCRIBING THE FORMS AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT AND LEASE AND OTHER INSTRUMENTS AND AUTHORIZING AND APPROVING OTHER DOCUMENTS AND MATTERS RELATING TO THE TERMS AND SECURITY OF SUCH SERIES 2022 BONDS; AND PROVIDING FOR CERTAIN OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, capitalized terms used herein and not otherwise defined herein shall have the same meaning set forth in the City Ordinance when used herein;

WHEREAS, the City Ordinance approves the issuance by the Oak Hill Building Commission (the "Issuer") of its Lease Revenue Bonds, Series 2022 (Municipal Building), in the aggregate principal amount not to exceed $1,500,000 (the "Bonds") to (i) finance the costs of the Project, (ii) pay costs of issuance of the Bonds and related costs, (iii) fund a reserve account, if any, for the Bonds, and (iv) pay capitalized interest, if any, on the Bonds;

WHEREAS, the City Ordinance provided that the forms of the following documents to be executed and delivered in connection with the issuance and sale of the Bonds would be approved by a Supplemental Resolution of the City:

(1) A Credit Line Deed of Trust, Fixture Filing and Security Agreement (the "Deed of Trust") by the Issuer to the trustee named therein, for the benefit of the Pendleton Community Bank, as purchaser of the Bonds (the "Purchaser"), pursuant to which the Issuer will convey the Facilities in trust to the Purchaser, as security for repayment of the Bonds;

(2) An Agreement and Lease (the "Lease") by and between the Issuer, as lessor, and the City, as lessee, pursuant to which the City will lease the Facilities from the Issuer and will agree to pay as Lease Rentals (but only from the sources set forth therein), amounts sufficient to pay the principal of and interest on the Bonds and any other amounts payable thereunder;

(3) A Lease Assignment (the "Assignment" and collectively with the Deed of Trust, the Lease and the Assignment, the "Bond Documents"), by the Issuer to the Purchaser, pursuant to which the Issuer will assign certain of its rights in and to the Lease and rentals thereunder to the Purchaser as security for repayment of the Bonds; and

WHEREAS, the City Ordinance provided that the City would handle all requisitioning and application of the proceeds of the Bonds to the payment of costs of the Project and related costs, for and on behalf of the Issuer; and

WHEREAS, the City deems it essential and desirable that this supplemental resolution (the "Supplemental Resolution") be adopted, that the forms of the Bond Documents be approved and that other matters relating to the Bonds be herein provided for;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF OAK HILL:

Section 1. The Deed of Trust, substantially in the form submitted to this meeting, shall be and the same is hereby approved and accepted in all respects, with such changes, variations and omissions as may be approved by the Chairman of the Issuer. The execution of the Deed of Trust by the Chairman of the Issuer shall be conclusive evidence of any approval required by this Section.

Section 2. The Lease, substantially in the form submitted to this meeting, shall be and the same is hereby approved and accepted in all respects, with such changes, variations and omissions as may be approved by the Mayor of the City. The execution of the Lease by the Mayor shall be conclusive evidence of any approval required by this Section.

Section 3. The Assignment, substantially in the form submitted to this meeting, shall be and the same is hereby approved and accepted in all respects, with such changes, variations and omissions as may be approved by the Chairman of the Issuer. The execution of the Assignment by the Chairman of the Issuer shall be conclusive evidence of any approval required by this Section.

Section 4. All other provisions relating to the Bonds, including the terms and security for the Bonds and the text of the Bonds shall be substantially as provided in the Bond Ordinance, with such changes, variations and omissions as may be approved by the Chairman of the Issuer. The execution of the Bonds by the Chairman of the Issuer shall be conclusive evidence of any approval required by this Section.

Section 5. The Mayor and City Clerk are hereby authorized and directed to execute and deliver such documents, agreements, instruments and certificates required or desirable in connection

with the Bonds hereby and by the City Ordinance and Bond Ordinance approved and provided for, to the end that the Bonds may be executed and delivered by the Issuer to the Purchaser at the earliest practicable date.

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Section 6. This Supplemental Resolution shall be effective immediately upon adoption hereof.

Adopted this 5th day of December 2022.

CITY OF OAK HILL

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Mayor

CERTIFICATION

The undersigned, being the duly appointed and qualified City Clerk of the City of Oak Hill, does hereby certify that the foregoing Supplemental Resolution was duly adopted and enacted by the City Council of the City of Oak Hill at a regular meeting duly held, pursuant to proper notice thereof, on December 5, 2022, a quorum being present and acting throughout, which Resolution has not been repealed, rescinded, modified, amended or revoked and is a true, correct and complete copy thereof as witness my hand and the seal of the City of Oak Hill this December 5, 2022.

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City Clerk