

The Board of Clark County Commissioners met in regular session pursuant to adjournment in accordance with Section 121.22 O.R.C. (Sunshine Law) at the Commission Office, 50 East Columbia Street, Springfield, Ohio.

The following members and guests were present: Commissioner Richard L. Lohnes; Commissioner Melanie Flax Wilt; Commissioner Lowell R. McGlothlin; Jenny Hutchinson, County Administrator; Michelle R. Noble, Human Resources Director; Megan Lokai, Commission Clerk; Bonnie McHenry, New Carlisle News; John Federer, County Auditor; Joey Boggs, Pat Higgins, Bob Jurick; Chris Hall, B-W Greenway.

Commissioner Lohnes called the meeting to order and introductions were made.

*B-W Greenway Presentation:*

Pat Higgins was the Development Coordinator. Bob Jurick was the founder of B-W Greenway. Mr. Jurick expressed appreciation for the opportunity to speak before the Board. See attached. B-W Greenway was a 501c3. They work to preserve natural areas. They use conservation easements to preserve land and work to provide public benefit through educational programs. B-W Greenway encourages people to get out of their homes and enjoy their environment. Commissioner Wilt asked if they saw Clean Ohio funding dwindling. Mr. Jurick said it was about 60%. People worry about natural areas. It has been on the ballot twice with 65% support.

Joey Boggs asked for support for Marsy's Law. It will be on the ballot this year. See attached. They don't want to take away rights but offer equal rights to victims. It was a non partisan issue. Several have endorsed it. They want to get 305,000 signatures. Commissioner Wilt asked why they did not go through the legislative process. Mr. Boggs didn't know exactly why but understood the process to be tricky. Commissioner McGlothlin thanked him.

Commissioner Lohnes asked Ms. Hutchinson to talk about Resolutions 2017-0205 and 0206.

*Agenda Review:*

Commissioner Wilt asked about the following resolutions:

Resolution 2017-0207: She asked about the \$1,500 for promotional items. This was pass through money on PCSA. Commissioner Wilt wanted to know how much was spent on promotional items. She further asked how that was tied to meeting the goals of the program. Cutting those types of items would help the budget next year. Ms. Noble thought it was tied to the pinwheel campaign to raise awareness.

Resolution 2017-0211 authorized the change order for the roof improvements. Commissioner Wilt was glad to see a historical structure being saved.

Commissioner Lohnes had no questions.

*County Administrator Updates:*

Resolution 2017-0210 acknowledged the proposals received for merchant services. Ms. Hutchinson will be requesting a committee of those utilizing merchant services. They will go through the proposals and determine what is best for the county. The first meeting will be held next week. Implementation time is 6-8 weeks from the time of selection.

Resolutions 2017-0205: Ms. Hutchinson shared the presentation made to Moody's Monday. See attached. The plan was to move into a long term bond. The first process was to have Moody's upgrade the debt or at least

confirm it. They will decide Friday. The analyst will take all the information given and do some more research. That gets presented to a committee and the committee decides if an entity is upgraded.

Resolution 2017-0206: Ms. Hutchinson said this resolution has the opportunity every 10 years to refund current outstanding debt. The outstanding bond was from 2007. As of today, if we went to market we would save \$400,000 which is 6.7%. It made sense to refund the debt.

When Ms. Hutchinson became County Administrator there wasn't enough time with the transition to refund the debt in the fall. Commissioner Wilt thanked Ms. Hutchinson for all her work.

Discussion ensued.

Commissioner Lohnes brought up the additional \$5 to the license plate fee. The state hasn't decided yet.

Discussion ensued about the Medicaid sales tax.

The Commissioners attended the Enon Sand and Gravel mining permit meeting held at Greenon High School. It was not time to take a position.

The Board recessed until 10:00.

Call to Order, Commission President Lohnes

Resolution 2017-0199

Following the pledge and invocation, Commissioner McGlothlin moved to approve the minutes of the last meeting and dispense with reading of the same. Commissioner Wilt seconded the motion. The roll being called for passage resulted as follows:

Commissioner Wilt, Yes; Commissioner McGlothlin, Yes; Commissioner Lohnes, Yes

The motion carried.

Commissioner Wilt moved to approve the agenda in its entirety. Commissioner McGlothlin seconded the motion. The roll being called for passage resulted as follows:

Commissioner McGlothlin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

The motion carried.

**Resolution 2017-0200**  
**PERC file**

**Authorize Contract with  
Positive Perspectives**

Commissioner Wilt moved, per the request of the Human Resources Director, to authorize a contract with:

**Organization Name:** Positive Perspectives

**Organization Address:** 25 West Harding Road, Suite 100, Springfield, Ohio 45504

**In the amount of:** \$85.00 to \$95.00 per hour (53 minutes) for confidential assessments, counseling and referral services. \$85.00 per hour for other services.

**Funding Source(s):** Various

**Purpose:** Employee Assistance Program to provide maximum of 10 sessions per employee and immediate family per year.

**Effective Dates:** January 1, 2017 through December 31, 2017

Further move to authorize the County Administrator to execute the contract and related documents.

Commissioner McGlothin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0201**  
**JFSC file**

**Authorize Contract with  
Clerk of Courts, Clark County Common Pleas Court**

Commissioner Wilt moved, per the request of the Department of Job and Family Services Director, to authorize a contract with:

**Organization Name:** Clerk of Courts, Clark County Common Pleas Court  
**Organization Address:** 101 N. Limestone St., Springfield, Ohio 45502  
**In the amount of:** \$64,990.16  
**Funding Source(s):** IV-D Federal Child Support/State Match  
**Purpose:** IV-D Clerk of Court Filing Services  
**Effective Dates:** January 1, 2017 through December 31, 2017

Further move to authorize the County Administrator to execute the contract and related documents.

Commissioner McGlothin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0202**  
**JFSG file**

**Accept Grant Agreement with  
National Children's Alliance**

Commissioner Wilt moved, per the request of the Department of Job and Family Services Director, to accept the following:

**Grantor:** National Children's Alliance  
**Amount Funding:** \$40,000.00  
**Purpose:** Grant funds will be used to pay for 16 multidisciplinary team members to attend the 2017 NCA Child Pornography and Human Trafficking Conference in Washington, DC in June 2017. This includes registrations, airfare, ground transportation and lodging.  
**Effective Dates:** January 1, 2017 through December 31, 2017

Further move to authorize the County Administrator to execute the grant and related documents.

Commissioner McGlothin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0203**  
**ENGB file**

**Acknowledge and Award Bid Opening for the  
2017 Herbicidal Spray Contract**

Commissioner Wilt moved, per request of the Deputy Engineer, to acknowledge the bid opening for the 2017 Herbicidal Spray Contract on Thursday, March 23, 2017. The following bids were read:

<u><i>Bidder</i></u>	<u><i>Base Bid</i></u>	<u><i>Alternate No. 1</i></u>
FDC Enterprises	\$69,050.00	\$12,000.00
DeAngelo Brothers LLC	\$189,925.00	\$14,300.00

**Estimate: \$82,600.00**

Further move to award the bid to FDC Enterprises for their low base bid, \$69,050.00 and Alternate No. 1, \$12,000.00 for the 2017 Herbicidal Spray Contract.

Further move to reject the bid from DeAngelo Brothers LLC as they exceeded 10% of the Engineer's estimate.

Commissioner McGlothin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0204**  
**ENGD file**

**Acknowledge Deed of Easement**

Commissioner Wilt moved to acknowledge receipt of the Deed of Easement from David P. Raines and Gretchen L. Raines, due to a lot split in Madison Township.

Commissioner McGlothin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0205**  
**FINN file**

**A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$9,080,000 FOR THE PURPOSE OF PAYING COSTS OF (i) IMPROVING CLARK COUNTY GENERAL SEWER DISTRICT BY CONSTRUCTING IMPROVEMENTS TO THE SOUTHWEST REGIONAL WASTEWATER TREATMENT PLANT INCLUDING INSTALLATION OF A ROTARY SCREW PRESS AND A PRE-ENGINEERED METAL STRUCTURE TO HOUSE THE SAME AND REPLACEMENT OF PUMPS AND DIGESTER AIR DIFFUSERS, (ii) ACQUIRING A NEW NARROWBAND STATE OF OHIO MULTI-AGENCY RADIO**

**COMMUNICATIONS (MARCS) COMPLIANT RADIO SYSTEM FOR USE BY THE COUNTY SHERIFF'S DEPARTMENT, (iii) IMPROVING THE HVAC SYSTEM IN THE COUNTY MUNICIPAL COURT BUILDING, (iv) EQUIPPING THE COUNTY JAIL, (v) IMPROVING THE COUNTY'S FAIRGROUNDS BY RESURFACING INTERIOR ROADWAYS AND REPLACING ASPHALT APRONS, (vi) ACQUIRING AND INSTALLING A NEW SOFTWARE SYSTEM FOR USE BY THE COUNTY AUDITOR'S OFFICE, (vii) RENOVATING AND IMPROVING THE JUVENILE COURT BUILDING, INCLUDING CREATION OF AN INTERIOR MULTIPURPOSE SPACE, (viii) EQUIPPING COUNTY FACILITIES, INCLUDING THOSE AT THE HOME ROAD, LAGONDA AVENUE, SPRINGVIEW GOVERNMENT CENTER AND DOWNTOWN CAMPUSES, BY INSTALLATION OF SECURITY SYSTEM UPGRADES INCLUDING CAMERAS, STRIKE PADS, LOCKS, PANIC BUTTONS AND CENTRAL PROCESSING UNITS, (ix) REMODELING, RENOVATING AND IMPROVING COUNTY BUILDINGS AND RELATED FACILITIES INCLUDING THE COUNTY COURTHOUSE, A.B. GRAHAM BUILDING AND SPRINGVIEW GOVERNMENT CENTER, SUCH REMODELING, RENOVATIONS AND IMPROVEMENTS TO INCLUDE THOSE TO BUILDING EXTERIORS, ROOFS, ELECTRICAL, HVAC AND FIRE SUPPRESSION SYSTEMS, PLUMBING AND WINDOWS, (x) ACQUIRING THE INITIAL PHASE OF A NEW I3 COMPLIANT, IP NG9-1-1 SYSTEM FOR USE BY THE COUNTY SHERIFF'S DEPARTMENT, (xi) ACQUIRING AN *INTERBADge*<sup>™</sup> MOBILE REPORTING SYSTEM FOR USE BY THE COUNTY SHERIFF'S DEPARTMENT, AND (xii) RENOVATING AND IMPROVING THE COUNTY JOB & FAMILY SERVICES BUILDING.**

Commissioner Wilt moved to adopt the following:

**WHEREAS**, pursuant to Resolution Nos. 2016-0666 and 2016-0667, each adopted on October 26, 2016, there were issued \$9,200,000 Various Purpose Improvement Notes, Series 2016-2 (the Outstanding Notes), in anticipation of bonds for the purposes stated in Section 2 and other purposes, which Outstanding Notes mature on May 3, 2017; and,

**WHEREAS**, this Board finds and determines that the County should retire the Outstanding Notes with the proceeds of the Bonds described in Section 2 and other funds available to the County; and,

**WHEREAS**, the County Auditor, as fiscal officer of the County, has certified to this Board that the estimated life or period of usefulness of each of the improvements described in Section 2 is at least five years and the estimated maximum maturity of the Bonds related to the improvement described in clause (i) of Section 2 is 19 years, to the improvements described in clauses (ii), (iv), (v), (viii) and (xi) of Section 2 is 10 years, to the improvement described in clause (iii) of Section 2 is 15 years, to the improvements described in clauses (vi) and (x) of Section 2 is five years and to the improvements described in clauses (vii), (ix) and (xii) of Section 2 is 20 years;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of County Commissioners of the County of Clark, State of Ohio, that:

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

“Authorized Denominations” means (subject to any limitations in Section 3) the denomination of \$5,000 or any whole multiple thereof.

“Bond proceedings” means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement and such other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

“Bond Purchase Agreement” means the Bond Purchase Agreement between the County and the Original Purchaser, as it may be modified from the form on file with the Clerk of the Board and signed by the County Administrator in accordance with Section 6.

“Bond Register” means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

“Bond Registrar” means the bank or trust company appointed pursuant to Section 4 or in the Certificate of Award as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Bond Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Bond Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

“Bond Registrar Agreement” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of the Board and signed by the County Administrator in accordance with Section 4.

“Bonds” means, collectively, the Serial Bonds and the Term Bonds, each as is designated as such in the Certificate of Award.

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

“Certificate of Award” means the certificate authorized by Section 6(a), to be signed by the County Administrator, setting forth and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

“Closing Date” means the date of physical delivery of, and payment of the purchase price for, the Bonds.

“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.

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement, as it may be modified from the form on file with the Clerk of the Board and signed by the County Administrator in accordance with Section 6(c), and which shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

“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 Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and

includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Interest Payment Dates” means, unless otherwise determined by the County Administrator in the Certificate of Award, June 1 and December 1 of each year that the Bonds are outstanding, commencing December 1, 2017.

“Original Purchaser” means the original purchaser of the Bonds designated by the County Administrator in the Certificate of Award.

“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.

“Principal Payment Dates” means, unless otherwise determined by the County Administrator in the Certificate of Award, December 1 in the years from and including 2018 to and including 2037, provided that in no case shall the final Principal Payment Date be later than the maximum maturity of the Bonds referred to in the preambles hereto.

“Rule” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“SEC” means the Securities and Exchange Commission.

“Serial Bonds” means those Bonds designated as such and maturing on the dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“Term Bonds” means those Bonds designated as such and maturing on the date or dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

**Section 2.** Authorized Principal Amount and Purpose; Application of Proceeds. This Board determines that it is necessary and in the best interest of the County to issue bonds of the County in one lot in the maximum principal amount of \$9,080,000 (the Bonds) for the purpose of paying costs of (i) improving Clark County General Sewer District by constructing improvements to the Southwest Regional Wastewater Treatment Plant including installation of a rotary screw press and a pre-engineered metal structure to house the same and replacement of pumps and digester air diffusers, all together with all necessary appurtenances thereto, (ii) acquiring a new narrowband State of Ohio Multi-Agency Radio Communications (MARCS) compliant radio system for use by the County Sheriff’s Department, together with all necessary appurtenances thereto, (iii) improving the HVAC system in the County Municipal Court Building, together with all necessary appurtenances thereto, (iv) equipping the County Jail, (v) improving the County’s Fairgrounds by resurfacing interior roadways and replacing asphalt aprons, together with all necessary appurtenances thereto, (vi) acquiring and installing a new software system for use by the County Auditor’s office, together with all necessary appurtenances thereto, (vii) renovating and improving the Juvenile Court Building, including creation of an interior multipurpose space, together with all appurtenances thereto, (viii) equipping County facilities, including those at the Home Road, Lagonda Avenue, Springview Government Center and Downtown Campuses, by installation of security system upgrades including cameras, strike pads, locks, panic buttons and central processing units, all together with the necessary appurtenances thereto, (ix) remodeling, renovating and improving County buildings and related facilities including the County Courthouse, A.B. Graham Building and Springview Government Center, such remodeling, renovations and improvements to include those to building exteriors, roofs, electrical, HVAC and fire suppression systems, plumbing and windows, all together with the necessary appurtenances thereto, (x) acquiring the initial phase of a new i3 compliant, IP NG9-1-1 system for use by the County Sheriff’s Department, together with all necessary appurtenances thereto, (xi) acquiring an *INTERBADge*<sup>™</sup> mobile reporting system for use by the County Sheriff’s Department, together with all

necessary appurtenances thereto, and (xii) renovating and improving the County Job & Family Services building, together with all necessary appurtenances thereto.

The aggregate principal amount of Bonds to be issued shall not exceed \$9,080,000 and shall be issued in an amount determined by the County Administrator in the Certificate of Award to be the aggregate principal amount of Bonds required to be issued at this time, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchaser, in order to affect the purpose for which the Bonds are to be issued, including the payment of any expenses properly allocable to the issuance of the Bonds.

The proceeds from the sale of the Bonds (except any premium and accrued interest) shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**Section 3.** Denominations; Dating; Principal and Interest Payment and Redemption Provisions. The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as provided in the Certificate of Award, provided that their dated date shall not be more than 60 days prior to the Closing Date.

(a) Interest Rates and Interest Payment Dates. The Bonds shall bear interest at the rate or rates per year (computed on the basis of a 360-day year consisting of 12 30-day months) as shall be determined by the County Administrator in the Certificate of Award. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in principal amounts as shall be determined by the County Administrator, subject to subsection (c) of this Section, in the Certificate of Award, consistent with the County Administrator's determination of the best interest of and financial advantages to the County.

Consistent with the foregoing and in accordance with the County Administrator's determination of the best interest of and financial advantages to the County, the County Administrator shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date and (ii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that (i) the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year and (ii) the true interest cost of the Bonds does not exceed 6%.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the



Bonds at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing on the Bond Register at the close of business on the 15<sup>th</sup> day preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County Administrator, in the name and on behalf of the County, in connection with the book entry system.

(e) Redemption Provisions. The Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those dates, for which provision is made in the Certificate of Award (such dates and amounts being the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on any Term Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that date the principal amount of Term Bonds payable on that date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Administrator, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered. That option shall be exercised by the County on or before the 15<sup>th</sup> day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Administrator, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date. If the certificate is not timely furnished to the Bond Registrar, the current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Administrator, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Administrator, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds of the maturities, if any, specified in the Certificate of Award shall be subject to redemption by and at the sole option of the County, in whole or in part in whole multiples of \$5,000, on the dates, in the years and at the redemption prices (expressed as a percentage of the principal amount to be redeemed), plus accrued interest to the redemption date, to be determined by the County Administrator in the Certificate of Award; provided that (i) the earliest optional redemption date for the Bonds

shall not be more than 10½ years after the Closing Date and (ii) the redemption price for the earliest optional redemption date shall not be greater than 102%.

If optional redemption of Term Bonds at a redemption price exceeding 100% of the principal amount to be redeemed is to take place as of any Mandatory Redemption Date applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity to be redeemed on the same date by operation of the Mandatory Sinking Fund Redemption Requirements. Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Administrator to the Bond Registrar, given upon the direction of this Board through adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity of Bonds to be redeemed, and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities selected by the County. If fewer than all of the Bonds of a single maturity are to be redeemed, the selection of Bonds of that maturity to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15<sup>th</sup> day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to Section 7, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for

redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds, provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption.

**Section 4.** Execution and Authentication of Bonds; Appointment of Bond Registrar. The Bonds shall be signed by at least two members of this Board and the County Auditor, in the name of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchaser and approved by the County Administrator, shall be numbered as determined by the County Administrator in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to Chapter 133 of the Revised Code, this Resolution and the Certificate of Award.

U.S. Bank National Association is appointed to act as the initial Bond Registrar; provided, however, that the County Administrator is authorized to appoint a different Bond Registrar in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose. The County Administrator shall sign and deliver, in the name and on behalf of the County, the Bond Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of the Board. The Bond Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Administrator on behalf of the County, all of which shall be conclusively evidenced by the signing of the Bond Registrar Agreement or amendments thereto. The County Administrator shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Bond Registrar Agreement, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Administrator on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**Section 5.** Registration; Transfer and Exchange; Book Entry System.

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at the office satisfactory to the County Administrator and the Bond Registrar. Subject to the provisions of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated office of the Bond Registrar together with an assignment signed by the registered owner or by a

person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and Bond 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 County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15<sup>th</sup> day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Administrator determines in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds 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 County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Administrator may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Administrator does not or is unable to do so, the County Administrator, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Administrator is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that the County Administrator determines to be necessary in connection with a book entry system for the Bonds.

**Section 6. Award and Sale of the Bonds.**

(a) To the Original Purchaser. The Bonds shall be sold at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the County Administrator in the Certificate of Award, plus accrued interest on the Bonds from their date to the Closing Date, and shall be awarded by the County Administrator with and upon such other terms as are required or authorized by

this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Bond Purchase Agreement. The County Administrator is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated bond issue if appropriate and consistent with the terms of this Resolution.

The County Administrator shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price. The members of this Board, the County Administrator, the County Auditor, the County Treasurer, the Prosecuting Attorney, the Assistant County Prosecutor, the Clerk of this Board and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Administrator shall sign and deliver, in the name and on behalf of the County, the Bond Purchase Agreement between the County and the Original Purchaser, in substantially the form as is now on file with the Clerk of the Board, providing for the sale to, and the purchase by, the Original Purchaser of the Bonds. The Bond Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Administrator on behalf of the County, all of which shall be conclusively evidenced by the signing of the Bond Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure – Official Statement. The President or Vice President of this Board, the County Auditor and the County Administrator, on behalf of the County and in their official capacities, are authorized to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County or is a final official statement for purposes of SEC Rule 15c2 12(b)(1), (3) and (4), (iii) use and distribute, or authorize the use and distribution of, that official statement and any supplements thereto in connection with the original issuance of the Bonds and (iv) complete and sign that official statement as so approved together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of that official statement as they deem necessary or appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Administrator is authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of the Board. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Administrator on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Administrator is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Administrator shall consult with and obtain legal advice from, as appropriate, the bond or other qualified independent special counsel selected by the County. The County Administrator, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Rating or Bond Insurance; Financing Costs. If, in the judgment of the County Administrator, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies, or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds, is in the best interest of and financially advantageous to this County, the County Administrator is authorized to prepare and submit those applications, to provide to each such agency or company such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating or policy, except to the extent paid by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. The County Administrator is hereby authorized, to the extent necessary or required, to enter into any agreements, in the name of and on behalf of the County, that the County Administrator determines to be necessary in connection with the obtaining of that bond insurance.

The expenditure of the amounts necessary to secure those ratings and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchaser in accordance with the Bond Purchase Agreement, is authorized and approved, and the County Administrator is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**Section 7.** Provisions for Tax Levy. There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. In each year that payments from other sources are received and are lawfully available for the payment of debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the revenues and payments so available and appropriated.

**Section 8.** Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest thereon will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of them for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion and (c) it, or persons acting for them, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purposes of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Administrator, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation (including designation or treatment of the Bonds as "qualified tax-exempt obligations" if such designation is applicable and desirable, and to make any related necessary representations and covenants), choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal

income tax laws, including, without limitation thereto, any of the elections provided for in or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Bonds.

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt charges on which is paid from proceeds of the Bonds (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Bonds from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this Section to take with respect to the Bonds.

**Section 9.** Certification and Delivery of Resolution and Certificate of Award. The Clerk of the Board is directed to deliver or cause to be delivered a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Auditor.

**Section 10.** Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**Section 11.** Retention of Bond and Disclosure Counsel. The retention of the legal services of Squire Patton Boggs (US) LLP, as bond counsel and disclosure counsel, is hereby confirmed. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services. The County Administrator is authorized and directed, to the extent they are not paid by the Original Purchaser in accordance with the Bond Purchase Agreement, to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

**Section 12.** Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meetings open to the public in compliance with the law.

**Section 13.** Captions and Headings. The captions and headings in this Resolution 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 Resolution unless otherwise indicated.

**Section 14. Effective Date.** This Resolution shall be in full force and effect immediately upon its adoption.

Commissioner McGlothin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0206**  
**FINN file**

**A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$6,715,000 FOR THE PURPOSE OF REFUNDING FOR DEBT CHARGES SAVINGS CERTAIN OF THE COUNTY'S OUTSTANDING VARIOUS PURPOSE REFUNDING BONDS, SERIES 2017, DATED NOVEMBER 6, 2007.**

Commissioner Wilt moved to adopt the following:

**WHEREAS**, pursuant to Resolution No. 868-07, adopted on October 16, 2007, as amended and supplemented by Resolution No. 872-07, adopted on October 19, 2007 (together, the Original Series 2007 Bond Legislation), there were issued \$12,135,000 Various Purpose Refunding Bonds, Series 2007, dated November 6, 2007 (the Series 2007 Bonds), which Series 2007 Bonds are currently outstanding in the aggregate principal amount of \$6,275,000 and will mature on December 1 in the years 2017 through 2024 and 2027 (the Outstanding Bonds); and,

**WHEREAS**, this Board finds and determines that is necessary and in the best interest of the County to refund for debt charges savings all or a portion of the Outstanding Bonds maturing on December 1 in the years 2018 through 2024 and 2027 (the Refunded Bonds); and,

**WHEREAS**, this Board finds and determines that is necessary and in the best interest of the County to issue the Bonds described in Section 2 to provide funds sufficient, together with other funds available to the County, for that purpose; and

**WHEREAS**, the County Auditor, as fiscal officer of the County, has certified to this Board that the estimated life or period of usefulness of the improvements described in Section 2 was, at the time of issuance of the Refunded Bonds, at least five years, and the maximum maturity of the Bonds described in Section 2 is not later than December 1, 2027;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of County Commissioners of the County of Clark, State of Ohio, that:

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

“Authorized Denominations” means (subject to any limitations in Section 3) the denomination of \$5,000 or any whole multiple thereof.

“Bond proceedings” means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement and such other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.



“Bond Purchase Agreement” means the Bond Purchase Agreement between the County and the Original Purchaser, as it may be modified from the form on file with the Clerk of the Board and signed by the County Administrator in accordance with Section 6.

“Bond Register” means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

“Bond Registrar” means the bank or trust company appointed pursuant to Section 4 or in the Certificate of Award as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Bond Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Bond Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

“Bond Registrar Agreement” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of the Board and signed by the County Administrator in accordance with Section 4.

“Bonds” means, collectively, the Serial Bonds and the Term Bonds, each as is designated as such in the Certificate of Award.

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

“Certificate of Award” means the certificate authorized by Section 6(a), to be signed by the County Administrator, setting forth and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

“Closing Date” means the date of physical delivery of, and payment of the purchase price for, the Bonds.

“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.

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement, as it may be modified from the form on file with the Clerk of the Board and signed by the County Administrator in accordance with Section 6(c), and which shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

“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 Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Escrow Agreement” means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of the Board and signed by the County Administrator in accordance with Section 8.

“Escrow Fund” means the Escrow Fund established pursuant to Section 9.

“Escrow Trustee” means the bank or trust company appointed pursuant to Section 8 as the initial escrow trustee with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, “Escrow Trustee” shall mean the successor Escrow Trustee.

“Interest Payment Dates” means, unless otherwise determined by the County Administrator in the Certificate of Award, June 1 and December 1 of each year that the Bonds are outstanding, commencing December 1, 2017.

“Original Purchaser” means the original purchaser of the Bonds designated by the County Administrator in the Certificate of Award.

“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.

“Principal Payment Dates” means, unless otherwise determined by the County Administrator in the Certificate of Award, December 1 in the years from and including 2017 to and including 2027, provided that in no case shall the final Principal Payment Date be later than the maximum maturity of the Bonds referred to in the preambles hereto.

“Refunded Bonds” means those of the County’s outstanding Various Purpose Refunding Bonds, Series 2007, dated November 6, 2007, and maturing on December 1 of the years 2018 through 2024 and 2027, determined by the County Administrator to be necessary and in the best interest of the County to be refunded for debt charges savings.

“Rule” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“SEC” means the Securities and Exchange Commission.

“Serial Bonds” means those Bonds designated as such and maturing on the dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“Term Bonds” means those Bonds designated as such and maturing on the date or dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

**Section 2.** Authorized Principal Amount and Purpose. This Board determines that it is necessary and in the best interest of the County to issue bonds of the County in one lot in the maximum principal amount of \$6,715,000 (the Bonds) for the purpose of refunding for debt charges savings certain of the County’s outstanding Various Purpose Refunding Bonds, Series 2007, dated November 6, 2007, which were for the purpose of paying costs of (i) making renovations to the HVAC system and the electronic inmate monitoring system in the County’s Public Safety Building and correctional facilities, including, without limitation, design and engineering fees and costs of acquiring and constructing temporary facilities for inmates during the construction period, (ii) acquiring and constructing correctional facilities for housing inmates, (iii) making improvements to the lighting system in County buildings, (iv) extending the Parklane sewer interceptor from the Village of Donnelsville, (v) acquiring and improving a building to house the County’s solid waste management operations and recycling center program, (vi) expanding, renovating, rehabilitating and equipping the County’s

Juvenile Center, including the acquisition and installation of improvements to the electrical, HVAC and plumbing systems, together with all necessary work, incidentals and appurtenances thereto, (vii) acquiring real property suitable for the location of a second County well field, (viii) improvements to the Springview Building, including improvements to the roof, the HVAC system, the exterior walls, wiring, plumbing and the fire safety system and (ix) constructing a larger dock at newly acquired building that will house the County's solid waste management operations and recycling center program.

The aggregate principal amount of Bonds to be issued shall not exceed \$6,715,000 and shall be issued in an amount determined by the County Administrator in the Certificate of Award to be the aggregate principal amount of Bonds required to be issued at this time, taking into account the outstanding principal amount of the Refunded Bonds, any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchaser, in order to effect the purpose for which the Bonds are to be issued, including the payment of any expenses properly allocable to the refunding of the Refunded Bonds and the issuance of the Bonds.

**Section 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as provided in the Certificate of Award, provided that their dated date shall not be more than 60 days prior to the Closing Date.

(a) Interest Rates and Interest Payment Dates. The Bonds shall bear interest at the rate or rates per year (computed on the basis of a 360-day year consisting of 12 30-day months) as shall be determined by the County Administrator in the Certificate of Award. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in principal amounts as shall be determined by the County Administrator, subject to subsection (c) of this Section, in the Certificate of Award, consistent with the County Administrator's determination of the best interest of and financial advantages to the County.

Consistent with the foregoing and in accordance with the County Administrator's determination of the best interest of and financial advantages to the County, the County Administrator shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date and (ii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate debt charges savings to the County due to the refunding of the Refunded Bonds, taking into account all expenses related to that refunding and issuance of the Bonds.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the

Bonds at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing on the Bond Register at the close of business on the 15<sup>th</sup> day preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County Administrator, in the name and on behalf of the County, in connection with the book entry system.

(e) Redemption Provisions. The Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those dates, for which provision is made in the Certificate of Award (such dates and amounts being the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on any Term Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that date the principal amount of Term Bonds payable on that date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Administrator, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered. That option shall be exercised by the County on or before the 15<sup>th</sup> day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Administrator, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date. If the certificate is not timely furnished to the Bond Registrar, the current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Administrator, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Administrator, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds of the maturities, if any, specified in the Certificate of Award shall be subject to redemption by and at the sole option of the County, in whole or in part in whole multiples of \$5,000, on the dates, in the years and at the redemption prices (expressed as a percentage of the principal amount to be redeemed), plus accrued interest to the redemption date, to be determined by the County

Administrator in the Certificate of Award; provided that the redemption price for the earliest optional redemption date shall not be greater than 102%.

If optional redemption of Term Bonds at a redemption price exceeding 100% of the principal amount to be redeemed is to take place as of any Mandatory Redemption Date applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity to be redeemed on the same date by operation of the Mandatory Sinking Fund Redemption Requirements. Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Administrator to the Bond Registrar, given upon the direction of this Board through adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity of Bonds to be redeemed, and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities selected by the County. If fewer than all of the Bonds of a single maturity are to be redeemed, the selection of Bonds of that maturity to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15<sup>th</sup> day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to Section 7, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for

redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds, provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption.

**Section 4.** Execution and Authentication of Bonds; Appointment of Bond Registrar. The Bonds shall be signed by at least two members of this Board and the County Auditor, in the name of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchaser and approved by the County Administrator, shall be numbered as determined by the County Administrator in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to Chapter 133 of the Revised Code, this Resolution and the Certificate of Award.

U.S. Bank National Association is appointed to act as the initial Bond Registrar; provided, however, that the County Administrator is authorized to appoint a different Bond Registrar in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose. The County Administrator shall sign and deliver, in the name and on behalf of the County, the Bond Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of the Board. The Bond Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Administrator on behalf of the County, all of which shall be conclusively evidenced by the signing of the Bond Registrar Agreement or amendments thereto. The County Administrator shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Bond Registrar Agreement, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Administrator on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**Section 5.** Registration; Transfer and Exchange; Book Entry System.

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at the office satisfactory to the County Administrator and the Bond Registrar. Subject to the provisions of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated office of the Bond Registrar together with an assignment signed by the registered owner or by a

person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and Bond 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 County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15<sup>th</sup> day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Administrator determines in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds 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 County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Administrator may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Administrator does not or is unable to do so, the County Administrator, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Administrator is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that the County Administrator determines to be necessary in connection with a book entry system for the Bonds.

#### **Section 6. Award and Sale of the Bonds.**

(a) To the Original Purchaser. The Bonds shall be sold at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the County Administrator in the Certificate of Award, plus accrued interest on the Bonds from their date to the Closing Date, and shall be awarded by the County Administrator with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution

and the Bond Purchase Agreement. The County Administrator is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated bond issue if appropriate and consistent with the terms of this Resolution.

The County Administrator shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price. The members of this Board, the County Administrator, the County Auditor, the County Treasurer, the Prosecuting Attorney, the Assistant County Prosecutor, the Clerk of this Board and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Administrator shall sign and deliver, in the name and on behalf of the County, the Bond Purchase Agreement between the County and the Original Purchaser, in substantially the form as is now on file with the Clerk of the Board, providing for the sale to, and the purchase by, the Original Purchaser of the Bonds. The Bond Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Administrator on behalf of the County, all of which shall be conclusively evidenced by the signing of the Bond Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure – Official Statement. The President or Vice President of this Board, the County Auditor and the County Administrator, on behalf of the County and in their official capacities, are authorized to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County or is a final official statement for purposes of SEC Rule 15c2 12(b)(1), (3) and (4), (iii) use and distribute, or authorize the use and distribution of, that official statement and any supplements thereto in connection with the original issuance of the Bonds and (iv) complete and sign that official statement as so approved together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of that official statement as they deem necessary or appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Administrator is authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of the Board. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Administrator on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Administrator is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Administrator shall consult with and obtain legal advice from, as appropriate, the bond or other qualified independent special counsel selected by the County. The County Administrator, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Rating or Bond Insurance; Financing Costs. If, in the judgment of the County Administrator, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating



agencies, or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds, is in the best interest of and financially advantageous to this County, the County Administrator is authorized to prepare and submit those applications, to provide to each such agency or company such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating or policy, except to the extent paid by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. The County Administrator is hereby authorized, to the extent necessary or required, to enter into any agreements, in the name of and on behalf of the County, that the County Administrator determines to be necessary in connection with the obtaining of that bond insurance.

The expenditure of the amounts necessary to secure those ratings and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchaser in accordance with the Bond Purchase Agreement, is authorized and approved, and the County Administrator is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**Section 7. Refunding; Call of Refunded Bonds.** This Board determines that it is necessary and in the best interest of the County to refund the Refunded Bonds. The County Administrator is authorized and directed to give to U.S. Bank National Association or its successor as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, written notice of the call for redemption, and the Refunded Bonds that are subject to optional redemption shall be redeemed in accordance with the Original Bond Legislation. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds, that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** U.S. Bank National Association is hereby appointed as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds; provided, however, that the County Administrator is authorized to appoint a different Escrow Trustee in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose. The County Administrator is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Administrator shall sign and deliver, in the name and on behalf of the County and in his official capacity, the Escrow Agreement between the County and the Escrow Agreement, in substantially the form as is now on file with the Clerk of this Board. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Administrator on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Administrator shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement (including the fees and expenses of a mathematical verification agent to be appointed by the County Administrator in the Certificate of Award), except to the extent paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Clark Series 2007 Bonds Escrow Fund" which shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Administrator is hereby authorized and directed to pay or cause to be paid to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Administrator to be applied for that purpose and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable

to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Administrator, in the amount required, together with the funds referred to in clause (i), if any, to provide for the defeasance of the Refunded Bonds. Those funds are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of principal of and interest and redemption premium on the Refunded Bonds, as provided in the Escrow Agreement.

If U.S. Treasury Securities – State and Local Government Series are to be purchased for the Escrow Fund, the Original Purchaser and/or the Escrow Trustee are hereby specifically authorized to file or cause to be filed, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities – State and Local Government Series. If, in the judgment of the County Administrator, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Administrator or any other officer of the County, on behalf of the County and in their official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

**Section 10.** Application of Proceeds. The proceeds from the sale of the Bonds (except any premium and accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Administrator) shall be paid into the Escrow Fund as provided in Section 9. Any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Administrator, shall be paid into the proper fund or funds. Any proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11.** Provisions for Tax Levy. There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. In each year that payments from other sources are received and are lawfully available for the payment of debt charges on the Notes and Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the revenues and payments so available and appropriated.

**Section 12.** Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest thereon will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of them for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion and (c) it, or persons acting for them, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purposes of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Administrator, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation (including designation of the Bonds as "qualified tax-exempt obligations" if such designation is applicable and desirable, and to make any related necessary representations and covenants), choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Bonds.

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt charges on which is paid from proceeds of the Bonds (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Bonds from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this Section to take with respect to the Bonds.

**Section 13.** Certification and Delivery of Resolution and Certificate of Award. The Clerk of the Board is directed to deliver or cause to be delivered a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Auditor.

**Section 14.** Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds..

**Section 15.** Retention of Bond and Disclosure Counsel. The retention of the legal services of Squire Patton Boggs (US) LLP, as bond counsel and disclosure counsel, is hereby confirmed. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any

other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services. The County Administrator is authorized and directed, to the extent they are not paid by the Original Purchaser in accordance with the Bond Purchase Agreement, to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

**Section 16. Compliance with Open Meeting Requirements.** This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meetings open to the public in compliance with the law.

**Section 17. Captions and Headings.** The captions and headings in this Resolution 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 Resolution unless otherwise indicated.

**Section 18. Effective Date.** This Resolution shall be in full force and effect immediately upon its adoption.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothlin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0207  
FINF file**

**Authorize Intra-Fund Transfer(s)**

Commissioner Wilt moved, upon the recommendation of the County Administrator, to authorize the following Intra-Fund Transfer(s):

<b>From</b>			<b>To</b>		
<b>Department</b>	<b>Expense Acct.</b>	<b>Amount</b>	<b>Department</b>	<b>Expense Acct.</b>	<b>Amount</b>
Fund: PCSA					
DJFS	Operating Expenses	\$1,500.00	DJFS	Operating Expenses	\$1,500.00
Reason: Transfer needed to secure funds for PCSA promotional items for Child Abuse Awareness month.					

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothlin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0208  
FINI file**

**Authorize Inter-fund Transfer(s)**

Commissioner Wilt moved, upon the recommendation of the County Administrator, to authorize the following Inter-Fund Transfer(s):

<b>Transfer From</b>	<b>Amount</b>	<b>Transfer To</b>	<b>Amount</b>
General Fund		Human Services Fund	

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0001-730-850000	\$ 127,005.50	2000-300-540000	\$ 127,005.50
General Fund		General Bond Retirement	
0001-710-850000	\$1,123,789.00	3010-010-540000	\$1,123,789.00
General Fund		South Vienna Fund	
0001-710-850000	\$ 32,138.00	4600-010-540000	\$ 32,138.00
General Fund		Permanent Improvement Fund	
0001-710-850000	\$ 554,000.00	4010-010-540000	\$ 554,000.00
General Fund		Human Services Fund	
0001-710-850000	\$ 25,249.25	2000-300-540000	\$ 25,249.25
General Fund		Regional Planning Commission	
0001-710-850000	\$ 500.00	1283-020-540000	\$ 500.00
General Fund		Sheriff's Grant Fund	
0001-710-850000	\$ 31,250.00	00300-250-540000	\$ 31,250.00
General Fund		Commissioner's Cont Fund	
0001-710-850000	\$ 193,750.00	000100-010-540000	\$ 193,750.00

Reason: These transfers are budgeted transfers.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothlin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0209**  
**TRAV file**

#### **Approve Travel/Expense Allowance**

Commissioner Wilt moved, per request of the following Department Director(s) or Elected Official(s) to approve the following travel allowances.

<b>Dept.</b>	<b>Name</b>	<b>Purpose</b>	<b>Place</b>	<b>Date</b>	<b>Cost</b>
Clerk of Cts	M. Tuttle	Monthly Clerks Conf.	Columbus, OH	2017	\$ 2,320.00
DJFS/CAC	16 MDT Members	NCA Conference	Washington, DC	6/4-8/17	\$40,000.00
Probate	K. Brucker, D. Yowler	Henschen & Assoc Trng	Findlay, OH	5/9-10/17	\$ 565.50

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothlin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0210**  
**ISDB file**

#### **Acknowledge Request for Proposals (RFP) Received for Merchant Services**

Commissioner Wilt moved, per request of the County Administrator, to acknowledge receipt of the proposals below:

Citizens National Bank  
Paymentus  
Point and Pay

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Municipal Service Bureau/Gila Corp  
Lexis Nexis/Vital Check

Further move to refer the proposals to staff for further evaluation.

Commissioner McGlothin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0211**  
**B&GC file**

**Authorize Change Order #1 for  
Clark County Roof Improvements A.B. Graham and Courthouse Buildings**

Commissioner Wilt moved, per the request of the Buildings and Grounds Director, to authorize change order #1 with:

**Organization Name:** Enterprise Roofing & Sheet Metal Company  
**Organization Address:** 1021 Irving Avenue, Dayton, Ohio 45419  
**Original Contract:** \$311,081.00  
**Previous Changes:** \$0.00  
**This Change:** \$39,195.00  
**New Contract Total:** \$350,276.00  
**Funding Source(s):** General Fund  
**Reason for Change:** Remove and dispose of asbestos material and lead paint from roofs.

Further move to authorize the County Administrator to execute the change order.

Commissioner McGlothin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

**Resolution 2017-0212**  
**BJVC file**

**Authorize Change Order #7 for  
Juvenile Court Facility Courtyard Improvements**

Commissioner Wilt moved, per the request of the Buildings and Grounds Director, to authorize change order #7 with:

**Organization Name:** Arcon Builders  
**Organization Address:** 7824 Alternate State Route 49, Arcanum, Ohio 45304  
**Original Contract:** \$337,490.86  
**Previous Changes:** \$133,258.00  
**This Change:** \$1,942.70  
**New Contract Total:** \$471,691.56  
**Funding Source(s):** Juvenile Court  
**Reason for Change:** Remove and replace stained and sealed trim

Further move to authorize the County Administrator to execute the change order.

Commissioner McGlothin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner McGlothin, Yes; Commissioner Wilt, Yes; Commissioner Lohnes, Yes

*Commissioner Updates:*

Commissioner McGlothin asked about disposal of tractor tires. Commissioner Wilt said it would be through Solid Waste. There will be an event. It might be part of the Farm Bureau or Great American Cleanup. She will take care of it.

Ms. Hutchinson said the county employees will be allowed one hour of paid time to participate in the Great American Clean up.

Commissioner McGlothin will be going on Honor Flight.

Commissioner Wilt planned to attend the township meeting.

Resolution 2017-0213

Commissioner Wilt moved to adjourn. Commissioner Lohnes seconded the motion. The roll being called for passage resulted as follows:

Commissioner Wilt, Yes; Commissioner McGlothin, Yes; Commissioner Lohnes, Yes

The motion carried.

BOARD OF CLARK COUNTY COMMISSIONERS

By: \_\_\_\_\_  
Richard L. Lohnes, President

By: \_\_\_\_\_  
Melanie F. Wilt

I certify that the record is true and accurate:

\_\_\_\_\_  
Commission Clerk

By: \_\_\_\_\_  
Lowell R. McGlothin