

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; Jennifer Hutchinson, County Administrator; Michelle R. Noble, Assistant County Administrator/Human Resources Director; Megan Burr, Commission Clerk; Michael Cooper, Clark County Public Information Officer; John Federer, County Auditor; Tom Hale, Allan Neimayer, Community & Economic Development Department; Jason Irick, Assistant County Prosecutor; Bonnie McHenry, New Carlisle News; Kathleen Mathews, Susan Kogler, Richard Kogler, Carolyn Mouzon, Mike Verbillion, Carol Culbertson, Lucia Livingston, Dorothy Drake, Denise Eagleson Greenberg, Sarah Kirby, Charles Swaney, John Roberds, Ed Forrest, Robert Carpenter, Citizens Against Mining (CAM); Kathy Estep, Robert McClure, Joe Catanzaro, Mad River Township Trustees; Krista McGaw, Tecumseh Land Trust; other unidentified audience members.

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

Enon Sand and Gravel:

Commissioner Lohnes has made his personal opinion of the proposed mining activity known on several occasions. He spoke for himself not the Board of Commissioners. He felt BZA (Board of Zoning Appeals) approval would be required. He mentioned the two year rule. He was not an attorney but he looked at it. He noted the potential negative impact on the community that had built up around the site where there had been some sort of mining activity. He was adamantly opposed. The option for the County Commission lies within the zoning laws to ensure that those things are complied with. He learned that when you discuss the possibility of more mining be sure to emphasize safety and health issues at the BZA meeting. The issue of welfare was a gray area. He remembered the well issue from a prior meeting. Based on what was going on the Community Development Department sent Enon Sand and Gravel a letter to look at the rules and regulations. That prompted a lawsuit in federal court. The attorneys are involved and have received feedback from the Commissioners. The Board has held executive session to discuss. The attorneys have reached a settlement proposal. It was not an agreement until everyone signs. He could not share the details of the agreement. The only thing he could share was for Enon Sand and Gravel to mine as they propose to (which was the new area up north to the east of Echo Hills and the southern area that had not been mined before because of the acquisitions) the new areas would require BZA approval.

Ms. Estep asked if Enon Sand and Gravel assumed they do not need to go to BZA for the other parcels that have been mined before. Unidentified audience member asked if that changed the scale. Commissioner Lohnes responded that was all that could be discussed at this point.

Commissioner Wilt explained the Commissioners were in the middle of litigation so they couldn't talk about specifics. She thought the main topics were depth, process and the parcels. Those were the sticking points they were working through with the attorneys.

Unknown audience member asked for specific parcels. Commissioner Lohnes said he could not give parcel numbers. Once that document comes to the Board for signature it is a public document.

Commissioner Wilt said the Commissioners can share individual opinions. She felt the BZA was the process that needed to be adhered too. She still has concerns about the expanded parcels and the wells. She continued to look into those issues. She felt those were areas the Board could challenge.

Ms. Estep was concerned about the traditional areas that have been mined. They were the areas that have been approved to be mined. The new areas that they proposed will require BZA. Commissioner Wilt clarified Ms.

Estep's concern was the increased depth. She knew ODNR (Ohio Department of Natural Resources) was looking at it. Ms. Estep stated the traditional mining was a gravel pit. It was surface not going down to get rock.

Commissioner Wilt knew limestone was needed.

Ms. Estep pushed for clarification on the parcels. Commissioner Lohnes pointed to the Keizer property, the property where Demmy has some property and an additional area along Fairfield Pike. He said no application has been made for anything else out there. The BZA will have to hold a public hearing.

Commissioner Lohnes said the Board has executive session today. They will talk to attorneys and will make sure to define the 1964 map to the 2018 map. That will be in the document for the Commissioners to sign.

Unknown audience member spoke about the hydrogeology modeling that's been done and his concerns with the data.

Commissioner Lohnes' personal opinion was if the wells dry up Enon Sand and Gravel will pay for it and drill a new well.

Commissioner Wilt said she has brought this to the director's attention at ODNR personally. It will not be a surprise to them when they are challenged.

Commissioner Lohnes felt ODNR didn't look at the community aspect.

Ms. Estep said they felt they were opening the door to allow this new type of mining. Their concern was if they waive the BZA they will waive everything. Commissioner Lohnes said they were not waiving anything. The conditional use has been around for a long time.

Discussion ensued about blasting, well concerns and changing the permit.

Commissioner Lohnes said it will be 60-90 days before a document was sent for signature. He thought the two year rule was important but he wasn't an attorney. The court date was still set for January. He wasn't in a hurry to do anything based on the details. He spoke further about the two year rule.

Another audience member voiced concerns for dewatering.

Commissioner Wilt was sensitive to landowner rights and home owner rights. However, she felt owners have to be doing their activities legally and in a way that was socially responsible. She hasn't seen Enon Sand and Gravel in the community through the process. She has seen CAM in the community.

Ms. Estep read a prepared statement. See attached. She ended it by respectfully requesting that they have an opportunity to review the terms of the settlement prior to the vote taking place.

Commissioner Wilt didn't know if that was possible.

Discussion ensued.

Unidentified audience member asked Commissioner McGlothlin to speak.

Commissioner McGlothlin said he wants the issue to go away. He didn't think they had a right to do anything there. He didn't think it would be a slam dunk in court. There was a lot of money involved with attorney fees to go forward.

Commissioner Wilt moved to go into executive session to discuss pending litigation. Commissioner McGlothlin seconded the motion. The roll being called for passage resulted as follows:

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

The motion carried.

Agenda Review:

Commissioner McGlothlin was glad to see the County going forward on a lot of things.

Commissioner Wilt was happy to see all of the projects.

Resolutions 2018-0569 authorized debt for over \$5 million for dispatch. It was more than what was on any estimates prior. Ms. Hutchinson said it was slightly higher and staff was finalizing the 911 architect. Commissioner Wilt thanked her for all she does to stay on top of these huge projects.

Discussion ensued.

The Board recessed until 10:00.

Call to Order, Commission President Lohnes

Resolution 2018-0564

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

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

The motion carried.

Commissioner McGlothlin moved to approve the agenda in its entirety with the exception of 2018-0578 and including the add-on. 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.

The Board held the public hearing.

Resolution 2018-0565
JFSC file

**Authorize Contract Amendment #1 with
Andrews Technology HMS, Inc.**

Commissioner McGlothlin moved, per the request of the Department of Job and Family Services Director, to authorize a contract amendment #1 with:

Organization Name: Andrews Technology HMS, Inc.
Organization Address: 1213 Culbreth Drive, Wilmington, NC 28405

Amendment Amount: \$14,000.00
New Contract Amount: \$34,000.00
Funding Source(s): Shared Administrative Dollars
Purpose of amendment: To increase the contract value and extend for one additional year for timekeeping software and support.
Effective Dates: September 21, 2017 through September 20, 2019

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

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

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

Resolution 2018-0566
PRSR file

Acknowledge Annual Report from County Prosecutor

Commissioner McGlothin moved to acknowledge receipt of the County Prosecutor’s Annual Report, per Ohio Revised Code Section 309.16.

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

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

Resolution 2018-0567
INVS file

Authorize Disposal of Obsolete Equipment

Commissioner McGlothin moved, per the request of the Engineer’s Office, to dispose of the following through on-line auction for 15 calendar days in accordance with Resolution 2017-0896 §307.12(E) of the Ohio Revised Code:

2005 Dodge Durango
VIN# 1D4HB48N85F612989

2005 International Single-Axle Dump Truck
VIN# 1HTWDAARX5J034789

2005 International Single-Axle Dump Truck
VIN# 1HTWDAAR65J034790

2001 International Single-Axle Dump Truck
VIN# 1HTSDADR72H408272

1994 Dresser/Galion Steel Drum Roller
Serial# 150006U510343

2004 Gehl Skid Loader
Serial# 604119

1994 Ford Tractor
Serial# BD93603

1994 Ford Tractor
Serial# BD79241

1980 Tampo Steel Drum Roller

2001 Flatbed

Further the Board finds this property no longer needed for county use.

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

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

Resolution 2018-0568
EMAP file

**Approve Payment to
Clark County Sheriff’s Office and City of Springfield**

Commissioner McGlothin moved, per request of the 9-1-1 Coordinator, to approve the following payment:

Payment to: Clark County Sheriff’s Office
Address: 120 North Fountain Avenue, Springfield, Ohio
Services: Distribution of funds received from the Wireless 9-1-1 Government Assistance Fund pursuant to the Clark County Final 9-1-1 Plan Wireless Amendment, and the Board of Clark County Commissioners Resolution 861-07 dated 10/9/07. (August 2018 payment received 9/4/18)
Funding Source(s): State Treasurer’s 9-1-1 Government Assistance Fund
Amount: \$14,012.26

Payment to: City of Springfield
Address: 76 East High Street, Springfield, Ohio
Services: Distribution of funds received from the Wireless 9-1-1 Government Assistance Fund pursuant to the Clark County Final 9-1-1 Plan Wireless Amendment, and the Board of Clark County Commissioners Resolution 861-07 dated 10/9/07. (August 2018 payment received 9/4/18)
Funding Source(s): State Treasurer’s 9-1-1 Government Assistance Fund
Amount: \$21,018.39

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

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

Resolution 2018-0569
FINB file

AUTHORIZING THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$5,130,000 FOR THE PURPOSE OF (I) IMPROVING, RELOCATIONS, AND UPGRADING THE 911

DISPATCH CENTER, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO, AND (II) IMPROVING, REPLACING, REFURBISHING AND UPGRADING EXISTING EQUIPMENT AND TECHNOLOGY FOR THE 911 DISPATCH CENTER IN CONNECTION THEREWITH; AND AUTHORIZING AND APPROVING RELATED MATTERS

Commissioner McGlothlin moved to adopt the following:

WHEREAS, the County Auditor of the County (the "Auditor") has certified to this Board that the estimated life of the improvements described in the title of this Resolution (the "Project") which are to be financed with the proceeds of the bonds described herein (the "Bonds") exceeds five years and the maximum maturity of the Bonds is 25 years; and,

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$5,130,000 of such Bonds for the Project under authority of the general laws of the State of Ohio, including Ohio Revised Code ("Revised Code") Chapter 133;

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

Section 1. Issuance of Bonds. It is hereby declared necessary to issue bonds of the County for the purpose described in the title of this Resolution in the principal sum of not to exceed \$5,130,000 or such lesser amount as shall be determined by the Auditor and certified to this Board, which bonds shall be designated "County of Clark, Ohio Various Purpose Bonds, Series 2018," or as otherwise designated by the Auditor in the Certificate of Fiscal Officer provided for in Section 4 herein (the "Bonds"). The Bonds may be issued in one or more series.

Section 2. Combining Bonds for Purposes of Issuance and Sale. It is hereby determined, that for the purposes of issuance and sale, it may be in the best interest of the County to combine the Bonds with other limited tax general obligation bonds of the County authorized by separate ordinance of this Board. The Bonds and such other bonds shall be jointly referred to herein as the "Combined Bonds." As used in this Resolution, the term "Bonds" shall also mean the Combined Bonds, where appropriate.

Section 3. Terms of Bonds. The Bonds shall be issued as fully registered bonds in such denominations as shall be determined by the Auditor, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered consecutively from R-1 upward, as determined by the Auditor; and shall have such final terms as shall be determined by the Auditor and set forth in the Certificate of Fiscal Officer provided for in Section 4 herein.

Section 4. Certificate of Fiscal Officer Relating to Terms of Bonds. The Auditor is hereby authorized and directed to execute on behalf of the County a Certificate of Fiscal Officer Relating to Terms of Bonds (the "Certificate of Fiscal Officer") setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the Auditor. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the dates on which interest on the Bonds is to be paid (the "Interest Payment Dates"), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not exceed 25 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 5.00% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the Auditor shall deem appropriate.

Section 5. Interest on the Bonds. The Bonds shall be issued with interest payable annually or semiannually, as determined by the Auditor, on each Interest Payment Date until the principal sum is paid or

provision has been duly made therefor as shall be set forth in the Certificate of Fiscal Officer. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months unless otherwise determined by the Auditor. Unless otherwise determined by the Auditor, the Bonds shall be in the denominations of \$5,000 or any integral multiple thereof.

Section 6. Redemption Provisions of the Bonds. The Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Bonds of the same maturity will take place, the Bonds to be redeemed by optional redemption shall be selected by the Bond Registrar (as defined hereinbelow) prior to the selection of the Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof unless otherwise determined by the Auditor.

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

Section 7. Form and Execution of the Bonds. The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Bonds shall be executed by the Auditor and not less than two of the County Commissioners of the County (the "County Commissioners"), in their official capacities, provided that any of their signatures may be a facsimile. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as 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 and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the Auditor on behalf of the County. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds.

Section 8. Payment of the Bonds. The principal of and interest 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. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the principal office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Bond Register at the address appearing therein.

Any interest on any Bond which is payable, but is not punctually paid or provided for, on any Interest Payment Date (herein called "Defaulted Interest") shall forthwith cease to be payable to the registered owner on

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

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

Section 9. Appointment of Bond Registrar. The Auditor is hereby authorized and directed to serve as authenticating agent, bond registrar, transfer agent, and paying agent (collectively, the "Bond Registrar") for the Bonds or to execute on behalf of the Board a Bond Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Auditor and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as Bond Registrar for the Bonds. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the Auditor in such officer's discretion shall determine that it would be in the best interest of the County for such functions to be performed by another party, the Auditor may, and is hereby authorized and directed to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar shall promptly advise all bondholders of the change in identity and new address of the Bond Registrar. So long as any of the Bonds remain outstanding, the County shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the "Bond Register"). Subject to the provisions hereof, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any 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 herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

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

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

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

In all cases in which Bonds are exchanged or transferred hereunder, the County shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the County and the 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 it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the County, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 10. Book-Entry System. For purposes of this Resolution, the following terms shall have the following meanings:

"Book-entry form" or "book-entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book-entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds "immobilized" in the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Bonds.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book-entry form shall be shown by book-entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book-entry; and (v) the 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. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

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

If requested by a Depository, the Auditor and the County Commissioners, or any of them individually, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the County,

an agreement among the County, the Bond Registrar and such Depository to be delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The County may decide to discontinue use of the book-entry system through the Depository. In that event, Bond certificates will be printed and delivered to the Depository.

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

Section 11. Debt Service Levy. There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Bonds when and as the same fall due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the County shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 12. Self-Supporting Securities Exemption. The County hereby represents and determines, pursuant to Ohio Revised Code Section 133.07(C)(2), that a portion of the Bonds are self-supporting securities payable from revenues other than the Debt Service Levy.

Section 13. Sale of the Bonds. The Bonds shall be sold to Fifth Third Securities, Inc., Columbus, Ohio, or to such purchaser or purchasers (collectively, the "Original Purchaser") as the Auditor shall designate in the Certificate of Fiscal Officer, at the purchase price set forth in the Certificate of Fiscal Officer, plus interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The Auditor and the County Commissioners, or any of them individually, are each authorized, if necessary, to execute on behalf of the County a bond purchase agreement with the Original Purchaser, setting forth the conditions under which the Bonds are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Auditor shall determine.

The proceeds from the sale of the Bonds, except the premium and accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds, or other obligations of the County, as permitted by law. Any premium from the sale of the Bonds may be used to

pay the financing costs of the Bonds within the meaning of Revised Code Section 133.01(K) or be deposited into the bond retirement fund.

Section 14. Federal Tax Law Compliance. The Board hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The Board further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

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

The Auditor shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the County to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of Bond proceeds which may be invested on an unrestricted yield or requires the County to rebate arbitrage profits to the United States Department of the Treasury. The Auditor is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Section 15. Official Statement. The distribution of an Official Statement of the County, in preliminary and final form, relating to the original issuance of the Bonds is hereby authorized if the Auditor determines that it is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor, the County Commissioners and any other officer of this Board, or any of them individually, are each hereby authorized and directed to negotiate, prepare and execute, on behalf of the County and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Bonds, and they are authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Bonds as they deem necessary or appropriate to protect the interests of the County. The Auditor, the County Commissioners and the County Administrator are each authorized to execute and deliver, on behalf of the County and in their official capacities, such certificates in

connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

Section 16. Obtaining of a Rating for the Bonds. The obtaining or updating of a rating or ratings on the Bonds and the County is hereby authorized if the Auditor determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor and this Board are hereby authorized and directed to take all steps necessary to obtain such rating or ratings.

Section 17. Transcript of Proceedings; Execution of Additional Documents. The officer having charge of the minutes of the Board and any other officers of the Board or the County, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the County to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Clerk of the Board and a no-litigation certificate of not less than two of the County Commissioners and the Auditor, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth in Section 7 herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The members of this Board, the Auditor, and any other officer of the County are hereby authorized and directed to take such action (including, but not limited to, hiring such professionals and consultants as may be needed to facilitate the issuance of the Bonds) and to execute and deliver, on behalf of the Board, such additional instruments, agreements, certificates, offering documents, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution, as they in their discretion shall deem necessary or appropriate.

Section 18. Appointment of Bond Counsel and Municipal Advisor. The Board hereby approves the appointments of the law firm of Bricker & Eckler LLP to serve as Bond Counsel and Bradley Payne Advisors, LLC to serve as a municipal advisor to the County with respect to the issuance of the Bonds. The respective fees to be paid to such firms shall be subject to review and approval by the Auditor and shall not exceed the fees customarily charged for such services.

Section 19. Satisfaction of Conditions for Bond Issuance. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding obligations of the County have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the County are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 20. Compliance with Open Meeting Requirements. It is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Revised Code Section 121.22.

Section 21. Filing of Bond Resolution. The Clerk of the Board of is hereby directed to forward a certified copy of this Resolution to the Auditor.

Section 22. This Resolution shall take effect and be in force at the earliest date permitted by law.

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

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

Resolution 2018-0570
FINB file

AUTHORIZING THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$2,565,000 FOR THE PURPOSE OF CONSTRUCTING, IMPROVING, AND FURNISHING THE AB GRAHAM BUILDING WITH HVAC, FIRE SUPPRESSION, PLUMBING AND ELECTRICAL SYSTEMS, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO; AND AUTHORIZING AND APPROVING RELATED MATTERS

Commissioner McGlothlin moved to adopt the following:

WHEREAS, the County Auditor of the County (the "Auditor") has certified to this Board that the estimated life of the improvements described in the title of this Resolution (the "Project") which are to be financed with the proceeds of the bonds described herein (the "Bonds") exceeds five years and the maximum maturity of the Bonds is 20 years; and,

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$2,565,000 of such Bonds for the Project under authority of the general laws of the State of Ohio, including Ohio Revised Code ("Revised Code") Chapter 133;

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

Section 1. Issuance of Bonds. It is hereby declared necessary to issue bonds of the County for the purpose described in the title of this Resolution in the principal sum of not to exceed \$2,565,000 or such lesser amount as shall be determined by the Auditor and certified to this Board, which bonds shall be designated "County of Clark, Ohio Various Purpose Bonds, Series 2018," or as otherwise designated by the Auditor in the Certificate of Fiscal Officer provided for in Section 4 herein (the "Bonds"). The Bonds may be issued in one or more series.

Section 2. Combining Bonds for Purposes of Issuance and Sale. It is hereby determined, that for the purposes of issuance and sale, it may be in the best interest of the County to combine the Bonds with other limited tax general obligation bonds of the County authorized by separate ordinance of this Board. The Bonds and such other bonds shall be jointly referred to herein as the "Combined Bonds." As used in this Resolution, the term "Bonds" shall also mean the Combined Bonds, where appropriate.

Section 3. Terms of Bonds. The Bonds shall be issued as fully registered bonds in such denominations as shall be determined by the Auditor, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered consecutively from R-1 upward, as determined by the Auditor; and shall have such final terms as shall be determined by the Auditor and set forth in the Certificate of Fiscal Officer provided for in Section 4 herein.

Section 4. Certificate of Fiscal Officer Relating to Terms of Bonds. The Auditor is hereby authorized and directed to execute on behalf of the County a Certificate of Fiscal Officer Relating to Terms of Bonds (the "Certificate of Fiscal Officer") setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the Auditor. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the dates on which interest on the Bonds is to be paid (the "Interest Payment Dates"), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not exceed 20 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 5.00% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the Auditor shall deem appropriate.

Section 5. Interest on the Bonds. The Bonds shall be issued with interest payable annually or semiannually, as determined by the Auditor, on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor as shall be set forth in the Certificate of Fiscal Officer. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months unless otherwise determined by the Auditor. Unless otherwise determined by the Auditor, the Bonds shall be in the denominations of \$5,000 or any integral multiple thereof.

Section 6. Redemption Provisions of the Bonds. The Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Bonds of the same maturity will take place, the Bonds to be redeemed by optional redemption shall be selected by the Bond Registrar (as defined herein below) prior to the selection of the Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof unless otherwise determined by the Auditor.

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

Section 7. Form and Execution of the Bonds. The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Bonds shall be executed by the Auditor and not less than two of the County Commissioners of the County (the "County Commissioners"), in their official capacities, provided that any of their signatures may be a facsimile. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as 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 and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the Auditor on behalf of the County. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds.

Section 8. Payment of the Bonds. The principal of and interest 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. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the principal office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Bond Register at the address appearing therein.

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

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

Section 9. Appointment of Bond Registrar. The Auditor is hereby authorized and directed to serve as authenticating agent, bond registrar, transfer agent, and paying agent (collectively, the "Bond Registrar") for the Bonds or to execute on behalf of the Board a Bond Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Auditor and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as Bond Registrar for the Bonds. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the Auditor in such officer's discretion shall determine that it would be in the best interest of the County for such functions to be performed by another party, the Auditor may, and is hereby authorized and directed to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar shall promptly advise all bondholders of the change in identity and new address of the Bond Registrar. So long as any of the Bonds remain outstanding, the County shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the "Bond Register"). Subject to the provisions hereof, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any 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 herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

Any Bond, upon presentation and surrender at the office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar, may be exchanged for Bonds of the same form and of any authorized

denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

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

In all cases in which Bonds are exchanged or transferred hereunder, the County shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the County and the 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 it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the County, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 10. Book-Entry System. For purposes of this Resolution, the following terms shall have the following meanings:

"Book-entry form" or "book-entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book-entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds "immobilized" in the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Bonds.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book-entry form shall be shown by book-entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book-entry; and (v) the 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. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

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

If requested by a Depository, the Auditor and the County Commissioners, or any of them individually, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the County, an agreement among the County, the Bond Registrar and such Depository to be delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The County may decide to discontinue use of the book-entry system through the Depository. In that event, Bond certificates will be printed and delivered to the Depository.

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

Section 11. Debt Service Levy. There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Bonds when and as the same fall due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the County shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 12. Sale of the Bonds. The Bonds shall be sold to Fifth Third Securities, Inc., Columbus, Ohio, or to such purchaser or purchasers (collectively, the "Original Purchaser") as the Auditor shall designate in the Certificate of Fiscal Officer, at the purchase price set forth in the Certificate of Fiscal Officer, plus

interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The Auditor and the County Commissioners, or any of them individually, are each authorized, if necessary, to execute on behalf of the County a bond purchase agreement with the Original Purchaser, setting forth the conditions under which the Bonds are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Auditor shall determine.

The proceeds from the sale of the Bonds, except the premium and accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds, or other obligations of the County, as permitted by law. Any premium from the sale of the Bonds may be used to pay the financing costs of the Bonds within the meaning of Revised Code Section 133.01(K) or be deposited into the bond retirement fund.

Section 13. Federal Tax Law Compliance. The Board hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The Board further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

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

The Auditor shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the County to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of Bond proceeds which may be invested on an unrestricted yield or requires the County to rebate arbitrage profits to the United States Department of the Treasury. The Auditor is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Section 14. Official Statement. The distribution of an Official Statement of the County, in preliminary and final form, relating to the original issuance of the Bonds is hereby authorized if the Auditor determines that it

is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor, the County Commissioners and any other officer of this Board, or any of them individually, are each hereby authorized and directed to negotiate, prepare and execute, on behalf of the County and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Bonds, and they are authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Bonds as they deem necessary or appropriate to protect the interests of the County. The Auditor, the County Commissioners and the County Administrator are each authorized to execute and deliver, on behalf of the County and in their official capacities, such certificates in connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

Section 15. Obtaining of a Rating for the Bonds. The obtaining or updating of a rating or ratings on the Bonds and the County is hereby authorized if the Auditor determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor and this Board are hereby authorized and directed to take all steps necessary to obtain such rating or ratings.

Section 16. Transcript of Proceedings; Execution of Additional Documents. The officer having charge of the minutes of the Board and any other officers of the Board or the County, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the County to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Clerk of the Board and a no-litigation certificate of not less than two of the County Commissioners and the Auditor, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth in Section 7 herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The members of this Board, the Auditor, and any other officer of the County are hereby authorized and directed to take such action (including, but not limited to, hiring such professionals and consultants as may be needed to facilitate the issuance of the Bonds) and to execute and deliver, on behalf of the Board, such additional instruments, agreements, certificates, offering documents, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution, as they in their discretion shall deem necessary or appropriate.

Section 17. Appointment of Bond Counsel and Municipal Advisor. The Board hereby approves the appointments of the law firm of Bricker & Eckler LLP to serve as Bond Counsel and Bradley Payne Advisors, LLC to serve as a municipal advisor to the County with respect to the issuance of the Bonds. The respective fees to be paid to such firms shall be subject to review and approval by the Auditor and shall not exceed the fees customarily charged for such services.

Section 18. Satisfaction of Conditions for Bond Issuance. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding obligations of the County have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the County are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 19. Compliance with Open Meeting Requirements. It is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Revised Code Section 121.22.

Section 20. Filing of Bond Resolution. The Clerk of the Board of is hereby directed to forward a certified copy of this Resolution to the Auditor.

Section 21. This Resolution shall take effect and be in force at the earliest date permitted by law.

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

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

Resolution 2018-0571
FINB file

AUTHORIZING THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$275,000 FOR THE PURPOSE OF INSTALLING, IMPROVING AND REFURBISHING THE ELEVATOR SYSTEM WITHIN THE JOB AND FAMILY SERVICES BUILDING AND CONSTRUCTING, IMPROVING AND REPAVING A PARKING LOT IN CONNECTION THEREWITH, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO; AND AUTHORIZING AND APPROVING RELATED MATTERS

Commissioner McGlothlin moved to adopt the following:

WHEREAS, the County Auditor of the County (the "Auditor") has certified to this Board that the estimated life of the improvements described in the title of this Resolution (the "Project") which are to be financed with the proceeds of the bonds described herein (the "Bonds") exceeds five years and the maximum maturity of the Bonds is 20 years; and,

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$275,000 of such Bonds for the Project under authority of the general laws of the State of Ohio, including Ohio Revised Code ("Revised Code") Chapter 133;

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

Section 1. Issuance of Bonds. It is hereby declared necessary to issue bonds of the County for the purpose described in the title of this Resolution in the principal sum of not to exceed \$275,000 or such lesser amount as shall be determined by the Auditor and certified to this Board, which bonds shall be designated "County of Clark, Ohio Various Purpose Bonds, Series 2018," or as otherwise designated by the Auditor in the Certificate of Fiscal Officer provided for in Section 4 herein (the "Bonds"). The Bonds may be issued in one or more series.

Section 2. Combining Bonds for Purposes of Issuance and Sale. It is hereby determined, that for the purposes of issuance and sale, it may be in the best interest of the County to combine the Bonds with other limited tax general obligation bonds of the County authorized by separate ordinance of this Board. The Bonds

and such other bonds shall be jointly referred to herein as the "Combined Bonds." As used in this Resolution, the term "Bonds" shall also mean the Combined Bonds, where appropriate.

Section 3. Terms of Bonds. The Bonds shall be issued as fully registered bonds in such denominations as shall be determined by the Auditor, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered consecutively from R-1 upward, as determined by the Auditor; and shall have such final terms as shall be determined by the Auditor and set forth in the Certificate of Fiscal Officer provided for in Section 4 herein.

Section 4. Certificate of Fiscal Officer Relating to Terms of Bonds. The Auditor is hereby authorized and directed to execute on behalf of the County a Certificate of Fiscal Officer Relating to Terms of Bonds (the "Certificate of Fiscal Officer") setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the Auditor. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the dates on which interest on the Bonds is to be paid (the "Interest Payment Dates"), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not exceed 20 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 5.00% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the Auditor shall deem appropriate.

Section 5. Interest on the Bonds. The Bonds shall be issued with interest payable annually or semiannually, as determined by the Auditor, on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor as shall be set forth in the Certificate of Fiscal Officer. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months unless otherwise determined by the Auditor. Unless otherwise determined by the Auditor, the Bonds shall be in the denominations of \$5,000 or any integral multiple thereof.

Section 6. Redemption Provisions of the Bonds. The Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Bonds of the same maturity will take place, the Bonds to be redeemed by optional redemption shall be selected by the Bond Registrar (as defined hereinbelow) prior to the selection of the Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof unless otherwise determined by the Auditor.

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

Section 7. Form and Execution of the Bonds. The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Bonds shall be executed by the Auditor and not less than two of the County Commissioners of the County (the "County Commissioners"), in their

official capacities, provided that any of their signatures may be a facsimile. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as 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 and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the Auditor on behalf of the County. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds.

Section 8. Payment of the Bonds. The principal of and interest 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. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the principal office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Bond Register at the address appearing therein.

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

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

Section 9. Appointment of Bond Registrar. The Auditor is hereby authorized and directed to serve as authenticating agent, bond registrar, transfer agent, and paying agent (collectively, the "Bond Registrar") for the Bonds or to execute on behalf of the Board a Bond Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Auditor and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as Bond Registrar for the Bonds. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the Auditor in such officer's discretion shall determine that it would be in the best interest of the County for such functions to be performed by another party, the Auditor may, and is hereby authorized and directed to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar shall promptly advise all bondholders of the change in identity and new address of the Bond Registrar. So long as any of the Bonds remain outstanding, the County shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the "Bond Register"). Subject to the provisions hereof, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest

on any 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 herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

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

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

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

In all cases in which Bonds are exchanged or transferred hereunder, the County shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the County and the 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 it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the County, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 10. Book-Entry System. For purposes of this Resolution, the following terms shall have the following meanings:

"Book-entry form" or "book-entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book-entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds "immobilized" in the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Bonds.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of

beneficial interests in any Bonds in book-entry form shall be shown by book-entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book-entry; and (v) the 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. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

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

If requested by a Depository, the Auditor and the County Commissioners, or any of them individually, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the County, an agreement among the County, the Bond Registrar and such Depository to be delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The County may decide to discontinue use of the book-entry system through the Depository. In that event, Bond certificates will be printed and delivered to the Depository.

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

Section 11. Debt Service Levy. There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the

payment of the premium, if any, and interest on and principal of the Bonds when and as the same fall due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the County shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 12. Sale of the Bonds. The Bonds shall be sold to Fifth Third Securities, Inc., Columbus, Ohio, or to such purchaser or purchasers (collectively, the "Original Purchaser") as the Auditor shall designate in the Certificate of Fiscal Officer, at the purchase price set forth in the Certificate of Fiscal Officer, plus interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The Auditor and the County Commissioners, or any of them individually, are each authorized, if necessary, to execute on behalf of the County a bond purchase agreement with the Original Purchaser, setting forth the conditions under which the Bonds are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Auditor shall determine.

The proceeds from the sale of the Bonds, except the premium and accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds, or other obligations of the County, as permitted by law. Any premium from the sale of the Bonds may be used to pay the financing costs of the Bonds within the meaning of Revised Code Section 133.01(K) or be deposited into the bond retirement fund.

Section 13. Federal Tax Law Compliance. The Board hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The Board further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

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

The Auditor shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the

County to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of Bond proceeds which may be invested on an unrestricted yield or requires the County to rebate arbitrage profits to the United States Department of the Treasury. The Auditor is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Section 14. Official Statement. The distribution of an Official Statement of the County, in preliminary and final form, relating to the original issuance of the Bonds is hereby authorized if the Auditor determines that it is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor, the County Commissioners and any other officer of this Board, or any of them individually, are each hereby authorized and directed to negotiate, prepare and execute, on behalf of the County and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Bonds, and they are authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Bonds as they deem necessary or appropriate to protect the interests of the County. The Auditor, the County Commissioners and the County Administrator are each authorized to execute and deliver, on behalf of the County and in their official capacities, such certificates in connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

Section 15. Obtaining of a Rating for the Bonds. The obtaining or updating of a rating or ratings on the Bonds and the County is hereby authorized if the Auditor determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor and this Board are hereby authorized and directed to take all steps necessary to obtain such rating or ratings.

Section 16. Transcript of Proceedings; Execution of Additional Documents. The officer having charge of the minutes of the Board and any other officers of the Board or the County, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the County to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Clerk of the Board and a no-litigation certificate of not less than two of the County Commissioners and the Auditor, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth in Section 7 herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The members of this Board, the Auditor, and any other officer of the County are hereby authorized and directed to take such action (including, but not limited to, hiring such professionals and consultants as may be needed to facilitate the issuance of the Bonds) and to execute and deliver, on behalf of the Board, such additional instruments, agreements, certificates, offering documents, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution, as they in their discretion shall deem necessary or appropriate.

Section 17. Appointment of Bond Counsel and Municipal Advisor. The Board hereby approves the appointments of the law firm of Bricker & Eckler LLP to serve as Bond Counsel and Bradley Payne Advisors, LLC to serve as a municipal advisor to the County with respect to the issuance of the Bonds. The respective

fees to be paid to such firms shall be subject to review and approval by the Auditor and shall not exceed the fees customarily charged for such services.

Section 18. Satisfaction of Conditions for Bond Issuance. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding obligations of the County have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the County are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 19. Compliance with Open Meeting Requirements. It is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Revised Code Section 121.22.

Section 20. Filing of Bond Resolution. The Clerk of the Board of is hereby directed to forward a certified copy of this Resolution to the Auditor.

Section 21. This Resolution shall take effect and be in force at the earliest date permitted by law.

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

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

Resolution 2018-0572
FINB file

AUTHORIZING THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$590,000 FOR THE PURPOSE OF CONSTRUCTING AND IMPROVING FIBER TECHNOLOGY AND EQUIPMENT IN THE PUBLIC SAFETY AND JUVENILE COURTS/DETENTION CENTER BUILDINGS, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO; AND AUTHORIZING AND APPROVING RELATED MATTERS

Commissioner McGlothlin moved to adopt the following:

WHEREAS, the County Auditor of the County (the "Auditor") has certified to this Board that the estimated life of the improvements described in the title of this Resolution (the "Project") which are to be financed with the proceeds of the bonds described herein (the "Bonds") exceeds five years and the maximum maturity of the Bonds is 10 years; and,

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$590,000 of such Bonds for the Project under authority of the general laws of the State of Ohio, including Ohio Revised Code ("Revised Code") Chapter 133;

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

Section 1. Issuance of Bonds. It is hereby declared necessary to issue bonds of the County for the purpose described in the title of this Resolution in the principal sum of not to exceed \$590,000 or such lesser amount as shall be determined by the Auditor and certified to this Board, which bonds shall be designated

"County of Clark, Ohio Various Purpose Bonds, Series 2018," or as otherwise designated by the Auditor in the Certificate of Fiscal Officer provided for in Section 4 herein (the "Bonds"). The Bonds may be issued in one or more series.

Section 2. Combining Bonds for Purposes of Issuance and Sale. It is hereby determined, that for the purposes of issuance and sale, it may be in the best interest of the County to combine the Bonds with other limited tax general obligation bonds of the County authorized by separate ordinance of this Board. The Bonds and such other bonds shall be jointly referred to herein as the "Combined Bonds." As used in this Resolution, the term "Bonds" shall also mean the Combined Bonds, where appropriate.

Section 3. Terms of Bonds. The Bonds shall be issued as fully registered bonds in such denominations as shall be determined by the Auditor, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered consecutively from R-1 upward, as determined by the Auditor; and shall have such final terms as shall be determined by the Auditor and set forth in the Certificate of Fiscal Officer provided for in Section 4 herein.

Section 4. Certificate of Fiscal Officer Relating to Terms of Bonds. The Auditor is hereby authorized and directed to execute on behalf of the County a Certificate of Fiscal Officer Relating to Terms of Bonds (the "Certificate of Fiscal Officer") setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the Auditor. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the dates on which interest on the Bonds is to be paid (the "Interest Payment Dates"), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not exceed 10 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 5.00% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the Auditor shall deem appropriate.

Section 5. Interest on the Bonds. The Bonds shall be issued with interest payable annually or semiannually, as determined by the Auditor, on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor as shall be set forth in the Certificate of Fiscal Officer. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months unless otherwise determined by the Auditor. Unless otherwise determined by the Auditor, the Bonds shall be in the denominations of \$5,000 or any integral multiple thereof.

Section 6. Redemption Provisions of the Bonds. The Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Bonds of the same maturity will take place, the Bonds to be redeemed by optional redemption shall be selected by the Bond Registrar (as defined hereinbelow) prior to the selection of the Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof unless otherwise determined by the Auditor.

The notice of the call for redemption of Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. From and after the specified redemption date interest on the Bonds (or portions thereof) called for redemption shall

cease to accrue. Such notice shall be sent by first class mail at least 30 days prior to the redemption date to each registered holder of the Bonds to be redeemed at the address shown in the Bond Register (as defined hereinbelow) on the 15th day preceding the date of mailing. Failure to receive such notice or any defect therein shall not affect the validity of the proceedings for the redemption of any Bond.

Section 7. Form and Execution of the Bonds. The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Bonds shall be executed by the Auditor and not less than two of the County Commissioners of the County (the "County Commissioners"), in their official capacities, provided that any of their signatures may be a facsimile. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as 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 and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the Auditor on behalf of the County. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds.

Section 8. Payment of the Bonds. The principal of and interest 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. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the principal office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Bond Register at the address appearing therein.

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

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

Section 9. Appointment of Bond Registrar. The Auditor is hereby authorized and directed to serve as authenticating agent, bond registrar, transfer agent, and paying agent (collectively, the "Bond Registrar") for the Bonds or to execute on behalf of the Board a Bond Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Auditor and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as Bond Registrar for the Bonds. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the Auditor in such officer's discretion shall determine that it would be in the best interest of the County for such functions to be performed by another party, the Auditor may, and is

hereby authorized and directed to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar shall promptly advise all bondholders of the change in identity and new address of the Bond Registrar. So long as any of the Bonds remain outstanding, the County shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the "Bond Register"). Subject to the provisions hereof, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any 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 herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

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

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

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

In all cases in which Bonds are exchanged or transferred hereunder, the County shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the County and the 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 it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the County, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 10. Book-Entry System. For purposes of this Resolution, the following terms shall have the following meanings:

"Book-entry form" or "book-entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book-entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds "immobilized" in the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Bonds.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book-entry form shall be shown by book-entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book-entry; and (v) the 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. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

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

If requested by a Depository, the Auditor and the County Commissioners, or any of them individually, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the County, an agreement among the County, the Bond Registrar and such Depository to be delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The County may decide to discontinue use of the book-entry system through the Depository. In that event, Bond certificates will be printed and delivered to the Depository.

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

Section 11. Debt Service Levy. There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Bonds are outstanding, for the purpose of providing, and

in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Bonds when and as the same fall due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the County shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 12. Sale of the Bonds. The Bonds shall be sold to Fifth Third Securities, Inc., Columbus, Ohio, or to such purchaser or purchasers (collectively, the "Original Purchaser") as the Auditor shall designate in the Certificate of Fiscal Officer, at the purchase price set forth in the Certificate of Fiscal Officer, plus interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The Auditor and the County Commissioners, or any of them individually, are each authorized, if necessary, to execute on behalf of the County a bond purchase agreement with the Original Purchaser, setting forth the conditions under which the Bonds are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Auditor shall determine.

The proceeds from the sale of the Bonds, except the premium and accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds, or other obligations of the County, as permitted by law. Any premium from the sale of the Bonds may be used to pay the financing costs of the Bonds within the meaning of Revised Code Section 133.01(K) or be deposited into the bond retirement fund.

Section 13. Federal Tax Law Compliance. The Board hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The Board further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

The Auditor, the County Commissioners and any other officer of this Board, or any of them individually, are each hereby authorized and directed (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the Board with respect to the Bonds as permitted or required to be made or given under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or the status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing any rebate amount or any payment of penalties, or making any payments of special amounts in lieu of making computations to determine, or paying, any excess earnings as rebate, or obviating those amounts or payments, as determined by the Auditor,

which action shall be in writing and signed by the Auditor, any of the County Commissioners or any other officer of this Board, on behalf of the Board; (b) to take any and all actions, make or obtain calculations, and make or give reports, covenants and certifications of and on behalf of the Board, 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 an appropriate certificate on behalf of the Board, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the Board pertaining to Section 148 and the Regulations, and the representations, warranties and covenants of the Board regarding compliance by the Board with Sections 141 through 150 of the Code and the Regulations.

The Auditor shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the County to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of Bond proceeds which may be invested on an unrestricted yield or requires the County to rebate arbitrage profits to the United States Department of the Treasury. The Auditor is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Section 14. Official Statement. The distribution of an Official Statement of the County, in preliminary and final form, relating to the original issuance of the Bonds is hereby authorized if the Auditor determines that it is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor, the County Commissioners and any other officer of this Board, or any of them individually, are each hereby authorized and directed to negotiate, prepare and execute, on behalf of the County and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Bonds, and they are authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Bonds as they deem necessary or appropriate to protect the interests of the County. The Auditor, the County Commissioners and the County Administrator are each authorized to execute and deliver, on behalf of the County and in their official capacities, such certificates in connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

Section 15. Obtaining of a Rating for the Bonds. The obtaining or updating of a rating or ratings on the Bonds and the County is hereby authorized if the Auditor determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor and this Board are hereby authorized and directed to take all steps necessary to obtain such rating or ratings.

Section 16. Transcript of Proceedings; Execution of Additional Documents. The officer having charge of the minutes of the Board and any other officers of the Board or the County, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the County to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Clerk of the Board and a no-litigation certificate of not less than two of the County Commissioners and the Auditor, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth in Section 7 herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The members of this Board, the Auditor, and any other officer of the County are hereby authorized and directed to take such action (including, but not limited to, hiring such professionals and consultants as may be needed to facilitate the issuance of the Bonds) and to execute and deliver, on behalf of the Board, such additional instruments, agreements, certificates, offering documents, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution, as they in their discretion shall deem necessary or appropriate.

Section 17. Appointment of Bond Counsel and Municipal Advisor. The Board hereby approves the appointments of the law firm of Bricker & Eckler LLP to serve as Bond Counsel and Bradley Payne Advisors, LLC to serve as a municipal advisor to the County with respect to the issuance of the Bonds. The respective fees to be paid to such firms shall be subject to review and approval by the Auditor and shall not exceed the fees customarily charged for such services.

Section 18. Satisfaction of Conditions for Bond Issuance. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding obligations of the County have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the County are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 19. Compliance with Open Meeting Requirements. It is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Revised Code Section 121.22.

Section 20. Filing of Bond Resolution. The Clerk of the Board of is hereby directed to forward a certified copy of this Resolution to the Auditor.

Section 21. This Resolution shall take effect and be in force at the earliest date permitted by law.

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

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

Resolution 2018-0573
FINB file

AUTHORIZING THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$475,000 FOR THE PURPOSE OF CONSTRUCTING VARIOUS INFRASTRUCTURE IMPROVEMENTS IN THE PUBLIC SAFETY AND JUVENILE COURT/DETENTION CENTER BUILDINGS, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO; AND AUTHORIZING AND APPROVING RELATED MATTERS

Commissioner McGlothlin moved to adopt the following:

WHEREAS, the County Auditor of the County (the "Auditor") has certified to this Board that the estimated life of the improvements described in the title of this Resolution (the "Project") which are to be financed with the

proceeds of the bonds described herein (the "Bonds") exceeds five years and the maximum maturity of the Bonds is 20 years; and,

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$475,000 of such Bonds for the Project under authority of the general laws of the State of Ohio, including Ohio Revised Code ("Revised Code") Chapter 133;

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

Section 1. Issuance of Bonds. It is hereby declared necessary to issue bonds of the County for the purpose described in the title of this Resolution in the principal sum of not to exceed \$475,000 or such lesser amount as shall be determined by the Auditor and certified to this Board, which bonds shall be designated "County of Clark, Ohio Various Purpose Bonds, Series 2018," or as otherwise designated by the Auditor in the Certificate of Fiscal Officer provided for in Section 4 herein (the "Bonds"). The Bonds may be issued in one or more series.

Section 2. Combining Bonds for Purposes of Issuance and Sale. It is hereby determined, that for the purposes of issuance and sale, it may be in the best interest of the County to combine the Bonds with other limited tax general obligation bonds of the County authorized by separate ordinance of this Board. The Bonds and such other bonds shall be jointly referred to herein as the "Combined Bonds." As used in this Resolution, the term "Bonds" shall also mean the Combined Bonds, where appropriate.

Section 3. Terms of Bonds. The Bonds shall be issued as fully registered bonds in such denominations as shall be determined by the Auditor, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered consecutively from R-1 upward, as determined by the Auditor; and shall have such final terms as shall be determined by the Auditor and set forth in the Certificate of Fiscal Officer provided for in Section 4 herein.

Section 4. Certificate of Fiscal Officer Relating to Terms of Bonds. The Auditor is hereby authorized and directed to execute on behalf of the County a Certificate of Fiscal Officer Relating to Terms of Bonds (the "Certificate of Fiscal Officer") setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the Auditor. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the dates on which interest on the Bonds is to be paid (the "Interest Payment Dates"), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not exceed 20 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 5.00% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the Auditor shall deem appropriate.

Section 5. Interest on the Bonds. The Bonds shall be issued with interest payable annually or semiannually, as determined by the Auditor, on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor as shall be set forth in the Certificate of Fiscal Officer. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months unless otherwise determined by the Auditor. Unless otherwise determined by the Auditor, the Bonds shall be in the denominations of \$5,000 or any integral multiple thereof.

Section 6. Redemption Provisions of the Bonds. The Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Bonds of the same maturity will take place, the Bonds to be redeemed by optional

redemption shall be selected by the Bond Registrar (as defined hereinbelow) prior to the selection of the Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof unless otherwise determined by the Auditor.

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

Section 7. Form and Execution of the Bonds. The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Bonds shall be executed by the Auditor and not less than two of the County Commissioners of the County (the "County Commissioners"), in their official capacities, provided that any of their signatures may be a facsimile. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as 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 and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the Auditor on behalf of the County. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds.

Section 8. Payment of the Bonds. The principal of and interest 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. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the principal office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Bond Register at the address appearing therein.

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

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

Section 9. Appointment of Bond Registrar. The Auditor is hereby authorized and directed to serve as authenticating agent, bond registrar, transfer agent, and paying agent (collectively, the "Bond Registrar") for the Bonds or to execute on behalf of the Board a Bond Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Auditor and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as Bond Registrar for the Bonds. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the Auditor in such officer's discretion shall determine that it would be in the best interest of the County for such functions to be performed by another party, the Auditor may, and is hereby authorized and directed to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar shall promptly advise all bondholders of the change in identity and new address of the Bond Registrar. So long as any of the Bonds remain outstanding, the County shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the "Bond Register"). Subject to the provisions hereof, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any 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 herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

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

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

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

In all cases in which Bonds are exchanged or transferred hereunder, the County shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the County and the 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 it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the County, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 10. Book-Entry System. For purposes of this Resolution, the following terms shall have the following meanings:

"Book-entry form" or "book-entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book-entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds "immobilized" in the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Bonds.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book-entry form shall be shown by book-entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book-entry; and (v) the 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. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

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

If requested by a Depository, the Auditor and the County Commissioners, or any of them individually, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the County,

an agreement among the County, the Bond Registrar and such Depository to be delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The County may decide to discontinue use of the book-entry system through the Depository. In that event, Bond certificates will be printed and delivered to the Depository.

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

Section 11. Debt Service Levy. There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Bonds when and as the same fall due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the County shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 12. Sale of the Bonds. The Bonds shall be sold to Fifth Third Securities, Inc., Columbus, Ohio, or to such purchaser or purchasers (collectively, the "Original Purchaser") as the Auditor shall designate in the Certificate of Fiscal Officer, at the purchase price set forth in the Certificate of Fiscal Officer, plus interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The Auditor and the County Commissioners, or any of them individually, are each authorized, if necessary, to execute on behalf of the County a bond purchase agreement with the Original Purchaser, setting forth the conditions under which the Bonds are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Auditor shall determine.

The proceeds from the sale of the Bonds, except the premium and accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds, or other obligations of the County, as permitted by law. Any premium from the sale of the Bonds may be used to pay the financing costs of the Bonds within the meaning of Revised Code Section 133.01(K) or be deposited into the bond retirement fund.

Section 13. Federal Tax Law Compliance. The Board hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The Board further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

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

The Auditor shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the County to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of Bond proceeds which may be invested on an unrestricted yield or requires the County to rebate arbitrage profits to the United States Department of the Treasury. The Auditor is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Section 14. Official Statement. The distribution of an Official Statement of the County, in preliminary and final form, relating to the original issuance of the Bonds is hereby authorized if the Auditor determines that it is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor, the County Commissioners and any other officer of this Board, or any of them individually, are each hereby authorized and directed to negotiate, prepare and execute, on behalf of the County and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Bonds, and they are authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Bonds as they deem necessary or appropriate to protect the interests of the County. The Auditor, the County Commissioners and the County Administrator are each authorized to execute and deliver, on behalf of the County and in their official capacities, such certificates in connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

Section 15. Obtaining of a Rating for the Bonds. The obtaining or updating of a rating or ratings on the Bonds and the County is hereby authorized if the Auditor determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor and this Board are hereby authorized and directed to take all steps necessary to obtain such rating or ratings.

Section 16. Transcript of Proceedings; Execution of Additional Documents. The officer having charge of the minutes of the Board and any other officers of the Board or the County, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the County to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Clerk of the Board and a no-litigation certificate of not less than two of the County Commissioners and the Auditor, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth in Section 7 herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The members of this Board, the Auditor, and any other officer of the County are hereby authorized and directed to take such action (including, but not limited to, hiring such professionals and consultants as may be needed to facilitate the issuance of the Bonds) and to execute and deliver, on behalf of the Board, such additional instruments, agreements, certificates, offering documents, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution, as they in their discretion shall deem necessary or appropriate.

Section 17. Appointment of Bond Counsel and Municipal Advisor. The Board hereby approves the appointments of the law firm of Bricker & Eckler LLP to serve as Bond Counsel and Bradley Payne Advisors, LLC to serve as a municipal advisor to the County with respect to the issuance of the Bonds. The respective fees to be paid to such firms shall be subject to review and approval by the Auditor and shall not exceed the fees customarily charged for such services.

Section 18. Satisfaction of Conditions for Bond Issuance. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding obligations of the County have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the County are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 19. Compliance with Open Meeting Requirements. It is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Revised Code Section 121.22.

Section 20. Filing of Bond Resolution. The Clerk of the Board of is hereby directed to forward a certified copy of this Resolution to the Auditor.

Section 21. This Resolution shall take effect and be in force at the earliest date permitted by law.

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

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

Resolution 2018-0574
FINB file

AUTHORIZING THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$1,285,000 FOR THE PURPOSE OF (I) CONSTRUCTING, IMPROVING, AND RENOVATION THE SPRINGFIELD GOVERNMENT CENTER BUILDING, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO, AND (II) CONSTRUCTING, IMPROVING, AND PAVING A PARKING LOT IN COMMECTION THEREWITH; AND AUTHORIZING AND APPROVING RELATED MATTERS

Commissioner McGlothlin moved to adopt the following:

WHEREAS, the County Auditor of the County (the "Auditor") has certified to this Board that the estimated life of the improvements described in the title of this Resolution (the "Project") which are to be financed with the proceeds of the bonds described herein (the "Bonds") exceeds five years and the maximum maturity of the Bonds is 34 years; and,

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$1,285,000 of such Bonds for the Project under authority of the general laws of the State of Ohio, including Ohio Revised Code ("Revised Code") Chapter 133;

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

Section 1. Issuance of Bonds. It is hereby declared necessary to issue bonds of the County for the purpose described in the title of this Resolution in the principal sum of not to exceed \$1,285,000 or such lesser amount as shall be determined by the Auditor and certified to this Board, which bonds shall be designated "County of Clark, Ohio Various Purpose Bonds, Series 2018," or as otherwise designated by the Auditor in the Certificate of Fiscal Officer provided for in Section 4 herein (the "Bonds"). The Bonds may be issued in one or more series.

Section 2. Combining Bonds for Purposes of Issuance and Sale. It is hereby determined, that for the purposes of issuance and sale, it may be in the best interest of the County to combine the Bonds with other limited tax general obligation bonds of the County authorized by separate ordinance of this Board. The Bonds and such other bonds shall be jointly referred to herein as the "Combined Bonds." As used in this Resolution, the term "Bonds" shall also mean the Combined Bonds, where appropriate.

Section 3. Terms of Bonds. The Bonds shall be issued as fully registered bonds in such denominations as shall be determined by the Auditor, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered consecutively from R-1 upward, as determined by the Auditor; and shall have such final terms as shall be determined by the Auditor and set forth in the Certificate of Fiscal Officer provided for in Section 4 herein.

Section 4. Certificate of Fiscal Officer Relating to Terms of Bonds. The Auditor is hereby authorized and directed to execute on behalf of the County a Certificate of Fiscal Officer Relating to Terms of Bonds (the "Certificate of Fiscal Officer") setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the Auditor. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the

dates on which interest on the Bonds is to be paid (the "Interest Payment Dates"), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not exceed 34 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 5.00% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the Auditor shall deem appropriate.

Section 5. Interest on the Bonds. The Bonds shall be issued with interest payable annually or semiannually, as determined by the Auditor, on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor as shall be set forth in the Certificate of Fiscal Officer. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months unless otherwise determined by the Auditor. Unless otherwise determined by the Auditor, the Bonds shall be in the denominations of \$5,000 or any integral multiple thereof.

Section 6. Redemption Provisions of the Bonds. The Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Bonds of the same maturity will take place, the Bonds to be redeemed by optional redemption shall be selected by the Bond Registrar (as defined hereinbelow) prior to the selection of the Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof unless otherwise determined by the Auditor.

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

Section 7. Form and Execution of the Bonds. The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Bonds shall be executed by the Auditor and not less than two of the County Commissioners of the County (the "County Commissioners"), in their official capacities, provided that any of their signatures may be a facsimile. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as 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 and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the Auditor on behalf of the County. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds..

Section 8. Payment of the Bonds. The principal of and interest 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. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the principal office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent

Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Bond Register at the address appearing therein.

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

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

Section 9. Appointment of Bond Registrar. The Auditor is hereby authorized and directed to serve as authenticating agent, bond registrar, transfer agent, and paying agent (collectively, the "Bond Registrar") for the Bonds or to execute on behalf of the Board a Bond Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Auditor and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as Bond Registrar for the Bonds. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the Auditor in such officer's discretion shall determine that it would be in the best interest of the County for such functions to be performed by another party, the Auditor may, and is hereby authorized and directed to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar shall promptly advise all bondholders of the change in identity and new address of the Bond Registrar. So long as any of the Bonds remain outstanding, the County shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the "Bond Register"). Subject to the provisions hereof, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any 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 herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

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

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person

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

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

In all cases in which Bonds are exchanged or transferred hereunder, the County shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the County and the 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 it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the County, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 10. Book-Entry System. For purposes of this Resolution, the following terms shall have the following meanings:

"Book-entry form" or "book-entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book-entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds "immobilized" in the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Bonds.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book-entry form shall be shown by book-entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book-entry; and (v) the 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. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

The Bond Registrar may, with the approval of the County, enter into an agreement with the beneficial owner or registered owner of any Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Bond or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as

provided above in this Resolution, without prior presentation or surrender of the Bond, upon any conditions which shall be satisfactory to the Bond Registrar and the County. That payment in any event shall be made to the person who is the registered owner of that Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Bond Registrar shall furnish a copy of each of those agreements, certified to be correct by the Bond Registrar, to other paying agents for Bonds and to the County. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

If requested by a Depository, the Auditor and the County Commissioners, or any of them individually, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the County, an agreement among the County, the Bond Registrar and such Depository to be delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The County may decide to discontinue use of the book-entry system through the Depository. In that event, Bond certificates will be printed and delivered to the Depository.

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

Section 11. Debt Service Levy. There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Bonds when and as the same fall due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the County shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 12. Sale of the Bonds. The Bonds shall be sold to Fifth Third Securities, Inc., Columbus, Ohio, or to such purchaser or purchasers (collectively, the "Original Purchaser") as the Auditor shall designate in the Certificate of Fiscal Officer, at the purchase price set forth in the Certificate of Fiscal Officer, plus interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The Auditor and the County Commissioners, or any of them individually, are each authorized, if necessary, to execute on behalf of the County a bond purchase agreement with the Original Purchaser, setting forth the conditions under which the

Bonds are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Auditor shall determine.

The proceeds from the sale of the Bonds, except the premium and accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds, or other obligations of the County, as permitted by law. Any premium from the sale of the Bonds may be used to pay the financing costs of the Bonds within the meaning of Revised Code Section 133.01(K) or be deposited into the bond retirement fund.

Section 13. Federal Tax Law Compliance. The Board hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The Board further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

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

The Auditor shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the County to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of Bond proceeds which may be invested on an unrestricted yield or requires the County to rebate arbitrage profits to the United States Department of the Treasury. The Auditor is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Section 14. Official Statement. The distribution of an Official Statement of the County, in preliminary and final form, relating to the original issuance of the Bonds is hereby authorized if the Auditor determines that it is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor, the County Commissioners and any other officer of this Board, or any of them individually, are each hereby authorized and directed to negotiate,

prepare and execute, on behalf of the County and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Bonds, and they are authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Bonds as they deem necessary or appropriate to protect the interests of the County. The Auditor, the County Commissioners and the County Administrator are each authorized to execute and deliver, on behalf of the County and in their official capacities, such certificates in connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

Section 15. Obtaining of a Rating for the Bonds. The obtaining or updating of a rating or ratings on the Bonds and the County is hereby authorized if the Auditor determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor and this Board are hereby authorized and directed to take all steps necessary to obtain such rating or ratings.

Section 16. Transcript of Proceedings; Execution of Additional Documents. The officer having charge of the minutes of the Board and any other officers of the Board or the County, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the County to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Clerk of the Board and a no-litigation certificate of not less than two of the County Commissioners and the Auditor, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth in Section 7 herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The members of this Board, the Auditor, and any other officer of the County are hereby authorized and directed to take such action (including, but not limited to, hiring such professionals and consultants as may be needed to facilitate the issuance of the Bonds) and to execute and deliver, on behalf of the Board, such additional instruments, agreements, certificates, offering documents, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution, as they in their discretion shall deem necessary or appropriate.

Section 17. Appointment of Bond Counsel and Municipal Advisor. The Board hereby approves the appointments of the law firm of Bricker & Eckler LLP to serve as Bond Counsel and Bradley Payne Advisors, LLC to serve as a municipal advisor to the County with respect to the issuance of the Bonds. The respective fees to be paid to such firms shall be subject to review and approval by the Auditor and shall not exceed the fees customarily charged for such services.

Section 18. Satisfaction of Conditions for Bond Issuance. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding obligations of the County have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the County are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 19. Compliance with Open Meeting Requirements. It is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were taken in an open

meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Revised Code Section 121.22.

Section 20. Filing of Bond Resolution. The Clerk of the Board of is hereby directed to forward a certified copy of this Resolution to the Auditor.

Section 21. This Resolution shall take effect and be in force at the earliest date permitted by law.

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

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

Resolution 2018-0575
FINF file

Authorize Intra-Fund Transfer(s)

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

| From | | | To | | |
|-----------------------------------------------------|----------------------|---------------|-------------------|----------------------|---------------|
| Department | Expense Acct. | Amount | Department | Expense Acct. | Amount |
| Fund: General | | | | | |
| Juv Ct-Prob | Personnel & Fringes | \$10,000.00 | Juv. Ct. | Operating Expenses | \$10,000.00 |
| Juv Ct-Det | Personnel & Fringes | \$20,000.00 | Juv. Ct. | Operating Expenses | \$20,000.00 |
| Reason: Transfer is needed for employees' salaries. | | | | | |

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

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

Resolution 2018-0576
FINT file

Approve Issuance of Warrants for Then and Now(s)

Commissioner McGlothlin moved, to approve the issuance of warrants for then and now(s) are as follows:

| P.O. Number | Fund | Vendor | Date Purchase | Amount |
|-------------------------------------------------------------------------------|-------------------|--------------------|----------------------|---------------|
| 180012759 | General (Sheriff) | Miami Valley Hosp. | 8/10/2018 | \$1,106.05 |
| Reason: Used up remaining balance on previous blanket before receiving claim. | | | | |

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

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

Resolution 2018-0577
TRAV file

Approve Travel/Expense Allowance

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

| Dept. | Name | Purpose | Place | Date | Cost |
|--------------|--------------------|-----------------------|--------------|-------------|-------------|
| DJFS | A. Beedy, M. Meyer | Forensic Interview | Columbus, OH | 10/1-5/18 | \$865.00 |
| *DJFS | R. Smith | Needs of Victims Conf | Akron, OH | 9/21/18 | \$426.00 |
| ** DJFS | 10 CSEA Staff | OCDA Conference | Columbus, OH | 10/15-16/18 | \$3,148.64 |

*Replaces same request on resolution 2018-0561 to include hotel costs.

**Replaces same request on resolution 2018-0546 to include actual costs incurred.

Further move reimbursements shall comply with all requirements of the Travel Policy as adopted in the Personnel Manual.

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

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

Resolution 2018-0578
ZBTH file

10:00 a.m. Public Hearing for Rezoning Case Z-2018-02
Filed by Dayton Lighting International LLC in Bethel Township

This is the date and time set by the Board of County Commissioners, Clark County, Ohio, to hold a public hearing on the proposed rezoning case Z-2018-02 being 1.0 acre located at 50 Walnut Road, Medway Ohio to rezone from current R-CL (Residential-Crystal Lakes District) to I-1'S' (Industrial District Specific Use) limit use to office and warehouse with outside storage.

Public Hearing opened by the Commission President at 10:12 a.m.

Staff Report: Allan Neimayer, Community & Economic Development Planner, gave the staff report. This property was located in the northern part of Crystal Lake. It was rezoned years back to address other issues. This particular property has been used for non-residential dating back to the 1950s. There was a new user now. It used to be nine different parcels that were combined as one. They will continue the same type of use on the property. Rural Zoning Commission had no issues and recommended approval. Planning Commission met and recommended approval as well. The use was strictly office warehousing.

Audience Comments: Kathy Estep, Mad River Township Trustee, asked if this rezoning would open the property up to adult entertainment. Mr. Neimayer replied no.

The Public Hearing was closed by the Commission President at 10:15 a.m.

Commissioner Wilt moved to approve rezoning case Z-2018-02 as presented.

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

Add On
Resolution 2018-0579

PERC file

Adopt County Wellness Option Incentives for 2020 Plan Year for Health Insurance

Commissioner McGlothlin moved, upon request of the Assistant County Administrator/HR Director, to authorize the Clark County Wellness Option for 2020 for employees, elected officials, and county officers participating in county health insurance benefits. County employees, elected officials and county officers who complete their annual preventative visit and wellness points, based upon the level of health insurance plan in which they participate, between September 16, 2018 and September 15, 2019, will receive a premium credit January 1, 2020 through December 31, 2020. In order to receive credit, the participant must complete the necessary requirements and points as instructed in the form “Clark County Wellness Option 2020” and submit proof to Marsh McLennan Agency LLC Company no later than 5:00 p.m. September 23, 2019.

Further, authorize use of various wellness forms and appropriate documentation to evidence participation in the Wellness Option.

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

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

Resolution 2018-0580

Commissioner McGlothlin moved to adjourn. 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.

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. McGlothlin