

THE DULY ELECTED MEMBERS OF THE BOARD OF COUNTY COMMISSIONERS OF WASHINGTON COUNTY, OHIO, MET IN REGULAR SESSION ON SEPTEMBER 22, 2011 IN ACCORDANCE WITH OHIO REVISED CODE 305.05, WITH THE FOLLOWING MEMBERS PRESENT: TIMOTHY C. IRVINE, VICE PRESIDENT, AND STEVEN W. WEBER. PRESIDENT CORA MARSHALL WAS UNABLE TO ATTEND. THE MEETING WAS CALLED TO ORDER AT 9:00 A.M. BY THE VICE PRESIDENT OF THE BOARD WITH THE PLEDGE OF ALLEGIANCE TO OUR FLAG.

Also attending were Clerk Rick Peoples, Administrator Paul Cunningham, and Ashley Rittenhouse of *The Marietta Times*.

COMMISSIONERS AGENDA

September 22, 2011

9:00 Minutes
9:30 Dawn Rauch, Urban Transit
10:00 Terry Tamburini, SeOPA
10:30 Jerry Bibbee - WISP Project
11:00 Ken Edsell - County Home
11:30 Greg Sturm & Eric Householder
3:00 Chris Cooper - Intelliwave

UNFINISHED BUSINESS

Engineer Request to Dispose of Old Tax Map Copies
Buckeye Energy Aggregation Agreement
Dental/Vision Insurance
Bond Refinancing
Dog Warden Firearms Policy

NEW BUSINESS

Approve Agenda
Approval of previous meeting's minutes
Bills from various departments
Resolution - New Fund
Resolution - Health Insurance & Prescription Drug Coverage
Resolution - Issuance and Sale of Bonds
Additional Appropriation - Children Services (2)
Additional Appropriation - Mental Health & Addition Recovery Bd.
Additional Appropriation - Sheriff
Additional Appropriation - Commissioners
Minus Appropriation - Mental Health & Addition Recovery Bd. (2)
Transfer - Children Service (3)
Transfer - EMA
Transfer - Sheriff
Transfer - Building Dept.
Then & Now's
Travel - Safety/Loss Control
Travel - JFS
Travel - Auditor
Travel - FCF
Travel - Commissioners
Truck Lease, EMA
Request for Permissive Sales Tax (2)
Reappointment Letter to Mental Health & Addiction Recovery Bd.
CSEA - IV-D Contract
Agreement between Sheriff & FOP, Ohio Labor Council
Satisfaction of Mortgage
Engineer - Contract with United Sealing, Inc.
Engineer - Change Order, CR 4-1244 Landslip Repair
Engineer - Change Order, CR 9-2346 Landslip Repair
Engineer - Change Order, CR 12-0093 Landslip Repair
Fiscal Officers Certificate for Bond Refund
Letter to JFS Adjusting Rent Payment Amount
2011 Aflac Flexible Spending Account Notification
CSEA - Approval for Fund Raiser

RE: AGENDA

Mr. Weber moved and Mr. Irvine seconded a motion to accept the agenda with the following amendments:

Remove: Additional Appropriation - Sheriff
Transfer - Sheriff
Add: Bldg. Dept. Agreement with Village of Beallsville

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: APPROVAL OF MINUTES

Mr. Weber moved and Mr. Irvine seconded a motion to dispense with the reading of the September 15, 2011 minutes, and approve them as submitted.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: PAYMENT OF BILLS

Mr. Weber moved and Mr. Irvine seconded a motion to approve the payment of bills from various departments.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: RESOLUTION TO CREATE NEW FUND

Mr. Weber moved and Mr. Irvine seconded a motion to create a new fund as follows:

200-0401 WCSO Major Crimes Task Force Community Outreach Grant

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: RESOLUTION FOR HEALTH INSURANCE AND PRESCRIPTION DRUG PROPOSALS

Mr. Weber moved and Mr. Irvine seconded a motion to adopt the following resolution:

WHEREAS, the health insurance and prescription drug coverage plans for employees of Washington County expire December 31, 2011; and

WHEREAS, the Board of Commissioners intends to allow employees of Washington County to participate in a group health insurance and/or prescription drug coverage plan beginning January 1, 2012; and

WHEREAS, the Board of Commissioners is soliciting proposals from health insurance and prescription drug plan providers to provide group plan coverage for the period beginning January 1, 2012; and

WHEREAS, the Ohio Revised Code, Chapter 307.86, allows Washington County to solicit "proposals" for any form of health care plan.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Washington County that proposals for group health insurance and prescription drug plans for eligible employees of Washington County will be received until 5:00 pm on Tuesday, October 11, 2011, in the office of the Commissioners, after which time the proposals will be reviewed, negotiations will be conducted, and commitment to purchase may be made

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: BOND REFUND/REFINANCE

Mr. Weber moved and Mr. Irvine seconded a motion to return to the table from Unfinished Business discussion of refunding and refinancing Washington County bonds.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: FISCAL OFFICER'S CERTIFICATE

The Commissioners acknowledged receipt of the Fiscal Officer's Certificate relative to the anticipated refunding/refinancing of bonds issued by Washington County, certifying that the estimated life of each component of the buildings and/or improvements is at least five (5) years, that based on the actual expenditures of the bond proceeds the maximum maturity of the JFS bonds is December 1, 2026, and the maximum maturity of the Juvenile Center bonds is December 1, 2018. The document was signed by County Auditor Bill McFarland on September 20, 2011.

RE: RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS

Mr. Weber moved and Mr. Irvine seconded a motion to adopt the following resolution:

RESOLUTION NO. 9-22

A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$1,700,000 FOR THE PURPOSE OF PAYING THE COSTS OF CURRENTLY REFUNDING BONDS PREVIOUSLY ISSUED BY THE COUNTY FOR THE PURPOSES OF (A) PAYING COSTS OF ACQUIRING REAL ESTATE FOR COUNTY USE AND THE BUILDING ON THAT REAL ESTATE AND REMODELING, RENOVATING AND IMPROVING THE BUILDING FOR USE BY THE COUNTY'S HUMAN SERVICES DEPARTMENT AND FOR OTHER COUNTY OFFICE PURPOSES, AND PROVIDING ALL NECESSARY APPURTENANCES THERETO AND (B) RENOVATING, REMODELING, EQUIPPING AND FURNISHING A BUILDING TO SERVE AS THE JUVENILE DETENTION HOME AND PROVIDING ALL NECESSARY APPURTENANCES.

WHEREAS, pursuant to a resolution adopted on November 19, 1996 (the "1996 Bond Resolution") bonds in the aggregate principal amount of \$2,120,000, dated as of December 1, 1996 (the "1996 Bonds"), were issued for the purpose of paying costs of acquiring real estate for County use and the building on that real estate and remodeling, renovating and improving the building for use by the County's Human Services Department and for other County office purposes, and providing all necessary appurtenances thereto (the "1996 Purpose"); and

WHEREAS, pursuant to a resolution adopted on October 22, 1998 (the "1998 Bond Resolution") bonds in the aggregate principal amount of \$1,800,000, dated as of November 1, 1998 (the "1998 Bonds"), were issued for the purpose of renovating, remodeling, equipping and furnishing a building to serve as the juvenile detention home and providing all necessary appurtenances (the "1998 Purpose"); and

WHEREAS, this Board finds and determines that it will be in the County's best interest to issue general obligation bonds in accordance with Chapter 133 of the Ohio Revised Code in the maximum principal amount of \$1,700,000 (the "Bonds") in order to refund at a lower rate of interest all or a portion of (i) the 1996 Bonds maturing on December 1, 2018 (the "Refunded 1996 Bonds") and (ii) the 1998 Bonds maturing on December 1, 2018 (the "Refunded 1998 Bonds" and together with the Refunded 1996 Bonds, the "Refunded Bonds") and to pay the financing costs with respect to the Bonds; and

WHEREAS, this Board has requested that the County Auditor, as fiscal officer of the County, certify the estimated life or period of usefulness of each component of the Improvement (as defined in Section 2) and the maximum maturity of the Bonds described in Section 2; and

WHEREAS, the County Auditor has certified to this Board that the estimated life or period of usefulness of each component of the Improvement is at least five (5) years and that the maximum maturity of the Bonds is (i) December 1, 2026 with respect to the portion of the Bonds allocable to the 1996 Purpose and (ii) December 1, 2018 with respect to the portion of the Bonds allocable to the 1998 Purpose;

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

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

"*Authorized Denominations*" means the denomination of \$5,000 or any integral multiple in excess thereof.

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

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

"*Bond Registrar*" means a bank or trust company authorized to do business in the State of Ohio and designated by the County Auditor in the Certificate of Award pursuant to Section 4 as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, "*Bond Registrar*" shall mean the successor Bond Registrar.

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

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

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

“*Clerk*” means the Clerk of the Board of County Commissioners.

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

“*Code*” means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

“*County*” means Washington County, Ohio.

“*County Auditor*” means the County Auditor of the County.

“*Continuing Disclosure Agreement*” means the Continuing Disclosure Agreement which shall constitute the continuing disclosure agreement made by the County for the benefit of the holders and beneficial owners of the Bonds in accordance with the Rule, as it may be modified from the form on file with the Clerk and executed by the President of the Board of County Commissioners and the County Auditor in accordance with Section 9(c).

“*Depository*” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“*Escrow Agreement*” means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk and executed by the President of the Board of County Commissioners and the County Auditor in accordance with Section 10.

“*Escrow Fund*” means the Washington County, Ohio - Series 2011 Refunding Escrow Fund created pursuant to the Escrow Agreement.

“*Interest Payment Dates*” means June 1 and December 1 of each year that the Bonds are outstanding, commencing on the date specified in the Certificate of Award.

“*Mandatory Redemption Date*” shall have the meaning set forth in Section 3(b).

“*Mandatory Sinking Fund Redemption Requirements*” shall have the meaning set forth in Section 3(e)(i).

“*Original Purchaser*” means the purchaser of the Bonds specified in the Certificate of Award.

“*Participant*” means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

“*Principal Payment Dates*” means December 1 in each of the years from and including (a) with respect to the portion of the Bonds issued for the 1996 Purpose, 2011 to and including 2026 and (b) with respect to the portion of the Bonds issued for the 1998 Purpose, 2011 to and including 2018; *provided* that the first Principal Payment Date and the last Principal Payment Date for any of the Purposes may be advanced or deferred in such manner as to be in the best interest of and financially advantageous to the County (provided that in no case shall the final Principal Payment Date of the portions of the Bonds issued for either of the component Purposes exceed the maximum maturity limitations referred to in the preambles hereto), all of which determinations shall be made by the County Auditor in the Certificate of Award.

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

“*Redemption Date*” means, collectively, the date(s) designated by the County Auditor in the Certificate of Award as the date on which the Refunded Bonds shall be redeemed in accordance with Section 10; *provided* that any such Redemption Date shall be no later than ninety (90) days following the Closing Date.

“*Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk and executed by

the President of the Board of County Commissioners and the County Auditor in accordance with Section 4.

“*Regulations*” means Treasury Regulations issued pursuant to the Code or to the statutory predecessor of the Code.

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

“*SEC*” means the Securities and Exchange Commission.

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

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

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

Section 2. Authorized Principal Amount and Purpose; Application of Proceeds. This Board determines that it is necessary and in the best interest of the County to issue bonds of this County in the maximum principal amount of \$1,700,000 (the “*Bonds*”) for the purpose of paying the costs of currently refunding bonds previously issued by the County for the purposes of (a) paying costs of acquiring real estate for County use and the building on that real estate and remodeling, renovating and improving the building for use by the County’s Human Services Department and for other County office purposes, and providing all necessary appurtenances thereto and (b) renovating, remodeling, equipping and furnishing a building to serve as the juvenile detention home and providing all necessary appurtenances (collectively, the “*Improvement*”). The Bonds shall be issued pursuant to Chapter 133 of the Ohio Revised Code, this Resolution and the Certificate of Award.

The aggregate principal amount of Bonds to be issued shall not exceed the maximum principal amount specified in this Section 2 and shall be an amount determined by the County Auditor in the Certificate of Award to be the aggregate principal amount of Bonds that is required to be issued at this time for the purpose stated in this Section 2, taking into account the costs of refunding the Refunded Bonds, other County monies available for the purpose, estimates of the financing costs and the interest rates on the Bonds. The principal maturities of the Refunded Bonds to be refunded, which may include those to be paid from other County monies available for the purpose, shall be those determined by the County Auditor in the Certificate of Award to be the maturities the refunding of which will be in the best interest of and financially advantageous to the County.

The proceeds from the sale of the Bonds received by the County (or withheld by the Original Purchaser on behalf of the County as described below) shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued. The Certificate of Award and the Purchase Agreement may authorize the Original Purchaser to withhold certain proceeds from the purchase price of the Bonds to provide for the payment of financing costs related to the Bonds on behalf of the County. Any portion of the proceeds from the sale of the Bonds received by the County representing premium (after payment of any financing costs identified in the Certificate of Award) shall be used to pay costs of refunding the Refunded Bonds and/or be paid into the Bond Retirement Fund, with such determination being made by the County Auditor in the Certificate of Award. Any portion of those proceeds received by the County representing accrued interest shall be paid into the Bond Retirement Fund.

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

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

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in principal amounts as shall be determined by the County Auditor in the Certificate of Award, which determination shall be in the best interest of and financially advantageous to the County.

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

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The net interest cost for the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or Mandatory Sinking Fund Redemption Requirements of those principal amounts of Bonds shall not exceed 6.00%.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County Auditor, in the name and on behalf of the County, in connection with the book entry system.

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

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

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

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Auditor, for Term Bonds stated to mature on the same Principal Payment Date and bearing interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bearing interest at the same rate as the Term Bonds so delivered. If the certificate is not timely furnished to the Bond Registrar, the current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Auditor, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bearing interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

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

Date and bearing interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds (if any) of the interest rates and maturities specified in the Certificate of Award may be subject to optional redemption by and at the sole option of the County, in whole or in part in integral multiples of \$5,000, on the dates and at the redemption prices (expressed as a percentage of the principal amount to be redeemed), plus accrued interest to the redemption date, to be determined by the County Auditor in the Certificate of Award; *provided* that the redemption price for any optional redemption date shall not be greater than 103%. Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Auditor to the Bond Registrar, given upon the direction of this Board by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and interest rate within a maturity if applicable) of Bonds to be redeemed, and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity (or interest rate within a maturity if applicable) are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities, and interest rate or rates selected by the County. If optional redemption of Term Bonds at a redemption price exceeding 100% of the principal amount to be redeemed is to take place as of any Mandatory Redemption Date applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity (and interest rate within a maturity if applicable) to be redeemed on the same date by operation of the Mandatory Sinking Fund Redemption Requirements. If fewer than all of the Bonds of a single maturity (or interest rate within a maturity if applicable) are to be redeemed, the selection of Bonds of that maturity (or interest rate within a maturity if applicable) to be redeemed, or portions thereof in amounts of \$5,000 or any integral multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (A) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (B) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmaturing and unredeemed portion of, and bearing interest at the same rate, and maturing on the same date as, the Bond surrendered.

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

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of Sections 3(d) and 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the

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

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

The County Auditor is hereby authorized to designate in the Certificate of Award a bank or trust company authorized to do business in the State of Ohio to act as the initial Bond Registrar. The President of the Board of County Commissioners and the County Auditor shall sign and deliver, in the name and on behalf of the County, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by those County officials, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Auditor shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Certificate of Award and the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

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

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

(a) Bond Register. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of Sections 3(d) and 9(c), the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond Proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

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

in part.

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

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and, if applicable, each interest rate within a maturity, and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository or its designated agent, which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

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

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

Section 6. Sale of the Bonds to the Original Purchaser. The County Auditor is authorized to sell the Bonds at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the County Auditor in the Certificate of Award, plus accrued interest (if any) on the Bonds from their date to the Closing Date, and shall be awarded by the County Auditor with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Auditor is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Ohio Revised Code in which case a single Certificate of Award may be utilized for the consolidated bond issue if appropriate and consistent with the terms of this Resolution.

The County Auditor shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price.

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

The County Commissioners, or any of them, the County Auditor, the Prosecuting Attorney, the County Treasurer, the Clerk and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

Section 7. Provisions for Tax Levy. There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably

pledged for the payment of the debt charges on the Bonds when and as the same fall due.

In each year to the extent that revenues, other than revenues from unvoted County property taxes, derived from leases or other agreements between the County and any agency, department, board or commission of the County, or of any municipal corporation located in whole or in part in the County, and relating to the use of the component purpose of the Improvement are sufficient to cover the cost of operating expenses of that portion of such component purpose of the Improvement and are available for the payment of the debt charges on the portion of the Bonds issued for such component purpose of the Improvement and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of the revenues so available and appropriated. To the extent necessary, the debt charges on the portion of the Bonds issued for such component purpose shall be paid from the revenues lawfully available therefore under the Constitution and laws of the State of Ohio, including particularly Ohio Revised Code Section 133.07(C)(5); and the County hereby covenants to appropriate annually from such revenues such amount as is available and necessary to meet such annual debt charges.

Nothing in the preceding paragraph in any way diminishes the irrevocable pledge of the full faith and credit and general property taxing power of the County to the prompt payment of the debt charges on the Bonds.

Section 8. Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

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

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

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

Section 9. Official Statement, Rating, Bond Insurance and Continuing Disclosure.

(a) Primary Offering Disclosure -- Official Statement. The President of the Board of County Commissioners and the County Auditor are each authorized and directed, on behalf of the County and in their official capacities, to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement relating to the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) by the County as of its date or is a final official statement for

purposes of paragraph (b) of the Rule, (iii) use and distribute, or authorize the use and distribution of those official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign those official statements and any supplements thereto as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of those official statements and any supplements, as they may deem necessary or appropriate.

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

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

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

Section 10. Call for Redemption; Escrow Trustee; Escrow Agreement; Escrow Fund. The President of the Board of County Commissioners and the County Auditor are each authorized and directed to complete, sign and deliver the Escrow Agreement between the County and a bank or trust company located in Ohio, which shall be designated by the County Auditor in the Certificate of Award (the "*Escrow Trustee*"), in substantially the form as is now on file with the Clerk, providing for the payment of the principal of and accrued interest on the Refunded Bonds. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by those County officials, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The Escrow Fund provided for in the Escrow Agreement is hereby created.

Acting pursuant to the 1996 Bond Resolution which authorized the 1996 Bonds, the Refunded 1996 Bonds determined by the County Auditor in the Certificate of Award to be refunded and called for redemption are hereby called for redemption on the earliest practicable date as set forth in the Certificate of Award (the "*1996 Redemption Date*") at the redemption price of 100% of the principal amount thereof, and the County Auditor is hereby authorized and directed to cause those Refunded 1996 Bonds to be called for redemption on the 1996 Redemption Date and arrange for the notice of redemption to be given in accordance with the applicable provisions of the 1996 Bond Resolution. For informational purposes, a certified copy of this Resolution shall be sent by the County Auditor to the current bond registrar for the Refunded 1996 Bonds.

Acting pursuant to the 1998 Bond Resolution which authorized the 1998 Bonds, the Refunded 1998 Bonds determined by the County Auditor in the Certificate of Award to be refunded and called for redemption are hereby called for redemption on the earliest practicable date as set forth in the Certificate of Award (the "*1998 Redemption Date*" and together with the 1996 Redemption Date, the "*Redemption Date*") at the redemption price of 100% of the principal amount thereof, and the County Auditor is hereby authorized and directed to cause those Refunded 1998 Bonds to be called for redemption on the 1998 Redemption Date and arrange for the notice of redemption to be given in accordance with the applicable provisions of the 1998 Bond Resolution. For informational purposes, a certified copy of this Resolution shall be sent by the County Auditor to the current bond registrar for the Refunded 1998 Bonds.

In order to provide for the payment of (a) the interest on the Refunded Bonds on any interest payment date following the Closing Date and through the Redemption Date, (b) the

principal and mandatory sinking fund payments (if any) of the Refunded Bonds maturing on or prior to the Redemption Date and (c) the principal of the Refunded Bonds to be called for redemption on the Redemption Date, the County covenants and agrees with the Escrow Trustee and with the owners of the Refunded Bonds that the County will take, and will cause the Escrow Trustee to take, all steps required by the terms of the Escrow Agreement to carry out such payments. The County will provide from the proceeds of the Bonds and other available funds in accordance with this Resolution, moneys and investments sufficient to pay in full (a) the interest on the Refunded Bonds on any interest payment date following the Closing Date and through the Redemption Date, (b) the principal and mandatory sinking fund payments (if any) of the Refunded Bonds maturing on or prior to the Redemption Date and (c) the principal of the Refunded Bonds to be called for redemption on the Redemption Date. The County covenants and agrees with the Escrow Trustee and with the owners of the Refunded Bonds that the County will take, and will cause the Escrow Trustee to take, all steps required by the terms of this Resolution and the Escrow Agreement to carry out such payments.

There shall be delivered to the Escrow Trustee for the Escrow Fund proceeds to be received from the sale of the Bonds and other available funds which may be invested, and if invested shall be invested in United States Treasury Obligations ("*Treasury Securities*"), State and Local Government Series ("*SLG Securities*") or other direct obligations of, or obligations guaranteed as to both principal and interest by, the United States of America as defined in Section 133.34 of the Ohio Revised Code (direct obligations and guaranteed obligations together with the SLG Securities, collectively, the "*Securities*"), or may otherwise be held in cash (as to all or a portion of the moneys in the Escrow Fund).

The Securities and such portion of the moneys in the Escrow Fund which may be held in cash may, to the extent determined by the County Auditor that it would be in the best interest of and financially advantageous to the County, be certified by an independent public accounting firm of national reputation in a written report (the "*Verification Report*") to be of such maturities or redemption dates and interest payment dates, and to bear such interest, as will be sufficient together with any moneys in the Escrow Fund to be held in cash as contemplated by the Verification Report, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, to cause the Refunded Bonds to be deemed to be not outstanding as provided for in Section 133.34 of the Ohio Revised Code. The balance of those proceeds, less any amount thereof contemplated by the Verification Report to be held in cash in the Escrow Fund and less any amount otherwise provided for herein, shall be used for the payment of costs related to the refunding and the issuance of the Bonds.

At the direction of the County Auditor, the Escrow Trustee or the Original Purchaser is authorized to apply and subscribe for SLG Securities on behalf of the County. Further, if the County Auditor determines that it would be in the best interest of and financially advantageous to the County to purchase Treasury Securities for deposit into the Escrow Fund, the County Auditor is authorized and directed to solicit, or cause the solicitation, of bids for such Treasury Securities.

Any such Securities, and moneys, if any, in addition thereto contemplated by the Verification Report to be held in cash, shall be held by the Escrow Trustee in trust and committed irrevocably to the payment of the principal of and accrued interest on the Refunded Bonds.

Section 11. Bond Counsel. The legal services of the law firm of Squire, Sanders & Dempsey (US) LLP are hereby retained. Those legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the authorization, sale and issuance of the Bonds and rendering at delivery related legal opinions. In providing those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of this County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, any county or municipal corporation or of this County, or the execution of public trusts. For those legal services that firm shall be paid just and reasonable compensation and shall be reimbursed for actual out-of-pocket expenses incurred in providing those legal services. The County Auditor is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

Section 12. Certification and Delivery of Resolution and Certificate of Award. The Clerk is directed to promptly deliver a certified copy of this Resolution and an executed copy of the Certificate of Award to the County Auditor.

Section 13. Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 14. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board or its

committees and that all deliberations of this Board and any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Section 15. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: ADDITIONAL APPROPRIATIONS

Mr. Weber moved and Mr. Irvine seconded a motion to approve the following additional appropriations:

200-0741-51001	Salaries	\$ 5,000.00
200-0741-51102	OPERS	\$ 3,500.00
200-0743-51001	Salaries	\$ 10,000.00
200-0743-51102	OPERS	\$ 3,000.00
200-0610-53000	Contract Services	\$ 605,166.00
100-0100-51102	PERS-Commissioners	\$ 1,113.00
100-0150-51102	PERS - Recorder	\$ 275.00
100-0202-51102	PERS - Jury Comm	\$ 20.00
100-0220-51102	PERS - Probate	\$ 45.00
100-0361-51102	PERS - Coroner	\$ 235.00
100-0380-51101	Medicare - Civil	\$ 1,005.00
100-0380-51102	PERS - Civil	\$ 12,230.00

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: MINUS APPROPRIATIONS

Mr. Weber moved and Mr. Irvine seconded a motion to approve the following minus appropriations:

210-0611-53000	Medicaid	\$ (894,834.00)
210-0610-53000	MHAR Federal Funds	\$ (190,000.00)

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: TRANSFERS

Mr. Weber moved and Mr. Irvine seconded a motion to approve the following requests for transfer of funds:

Children Services

<u>From</u>	<u>To</u>	<u>Amount</u>
200-0744-51102	200-0744-57400	\$ 246.46
200-0744-51120	200-0744-57400	\$ 31.01
200-0748-51120	200-0748-52000	\$ 418.05
200-0740-51001		\$ 4,796.96
200-0740-51101		\$ 1,330.00
200-0740-51120		\$ 347.48
200-0740-53401		\$ 159.00
	200-0740-51102	\$ 5,555.00
	200-0740-53203	\$ 1,078.44

EMA

215-0866-55200	215-0866-53000	\$ 270.45
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Building Dept.

100-0170-51001	100-0170-54000	\$ 1,800.00
100-0101-51104	100-0170-51104	\$ 3,700.00

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: THEN AND NOW'S

Mr. Weber moved and Mr. Irvine seconded a motion to approve the following Then & Now's:

<u>Dept</u>	<u>Account</u>	<u>Vendor</u>	<u>Amount</u>
LEPC	210-0320-5-3000	RDI Solutions, LLC	\$ 5,000.00
DJFS	200-0720-5-3400	O'Neil Senior Center, Inc	\$ 29,187.50

Commissioners	400-0113-5-3100	AEP Retail Energy	\$ 369.14
Commissioners	400-0113-5-3100	AEP Retail Energy	\$ 182.99
Commissioners	300-0599-5-3000	Marietta Blueprint	\$ 472.68
Commissioners	100-0101-5-3400	John Bay	\$ 486.11
Commissioners	200-0351-5-1104	City of Marietta	\$ 17,983.00

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: TRAVEL REQUESTS

Mr. Weber moved and Mr. Irvine seconded a motion to approve the following requests for reimbursement of expenses for training and travel pursuant to the policies and procedures and in compliance with the Annual Appropriations for Fiscal Year 2011 and any and all amendments subsequent thereto:

Safety/Loss Control

Susan Burkhardt: One-day trip to Dublin to attend County Loss Control Coordinators Association Fall Meeting on October 7, 2011.

Job & Family Services

Debi Humphries: Day trips to Vienna and Parkersburg, WV, to pick up 2011-12 School Clothes Vouchers between October 3 and October 7, 2011.

Auditor

Bill McFarland: One-day trip to Columbus to attend County Auditors Association Meeting on October 5, 2011.

FCF

Cindy Davis: One-day trip to Zanesville to attend the Ohio Family & Children First Regional Meeting on September 26, 2011.

Commissioners

Rick Peoples: One-day trip to St. Clairsville to attend County Commissioners' Clerks and Engineers' Administrative Professionals Association of Ohio meeting on September 30, 2011.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: TRUCK LEASE FOR EMA

Mr. Weber moved and Mr. Irvine seconded a motion to approve the lease agreement between the Washington County Commissioners and the Washington County EMA, allowing the EMA to lease from the Commissioners a 2011 Dodge Ram 2500 Pickup Truck for a period of 36 months, payable at the rate of \$602.85 per month billed quarterly, as recommended by Administrator Paul Cunningham.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: REQUESTS FOR PERMISSIVE SALES TAX FUNDS

Mr. Weber moved and Mr. Irvine seconded a motion to approve the following requests for Permissive Sales Tax Funds:

Adams Township	United Sealing	\$ 19,000.00
Adams Township	Double D Trucking	\$ 2,300.00

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: REAPPOINTMENT OF DARCA DICKSON TO MHAR BOARD

Mr. Weber moved and Mr. Irvine seconded a motion to reappoint Darca Dickson to the Mental Health and Addiction Recovery Board for the term beginning July 1, 2011, as recommended by David Browne, Executive Director, MHAR.

A calling of the roll resulted in the following vote: Timothy Irvine, Steven Weber aye. Motion passed.

RE: CSEA IV-D CONTRACT

Mr. Weber moved and Mr. Irvine seconded a motion to approve the IV-D Contract between

Washington County Child Support Enforcement Agency (CSEA) and the Washington County Sheriff's Office for the Sheriff to provide services to CSEA during the period July 1, 2011 through June 30, 2012, at the unit rate of \$41.31, not to exceed \$7,312.19, as recommended by Barb Tergolina, CSEA Director.

RE: AGREEMENT BETWEEN SHERIFF AND FOP

Mr. Weber moved and Mr. Irvine seconded a motion to approve the Agreement between the Washington County Sheriff's Office and the Fraternal Order of Police, Ohio Labor Council, Inc., effective September 22, 2011 through January 31, 2014, as presented earlier to the Commissioners by Sheriff Larry Mincks. (The Agreement is on file in the Commissioners Office.)

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: SATISFACTION OF MORTGAGE

Mr. Weber moved and Mr. Irvine seconded a motion to certify that the mortgage deed and promissory note dated August 17, 1996, executed by Robert A. Salsberry and Louisa M. Salsberry, has been fully paid and satisfied, and authorizing the County Recorder to discharge the mortgage, as recommended by Dawn Rauch, Community Action.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: CONTRACT WITH UNITED SEALING, INC.

Mr. Weber moved and Mr. Irvine seconded a motion to enter into contract with United Sealing, Inc., to mill and pave CR-84, for the amount of \$17,320.80, as recommended by County Engineer Bob Badger.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: CHANGE ORDERS

Mr. Weber moved and Mr. Irvine seconded a motion to approve the following change orders, as recommended by County Engineer Bob Badger:

CR 4 Landslip Repair	Final	\$ (282.02)
CR 9 Landslip Repair	Final	\$ (965.22)
CR 12 Landslip Repair	Final	\$ (3,127.31)

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: AFLAC FLEXIBLE SPENDING ACCOUNT NOTIFICATION

Mr. Weber moved and Mr. Irvine seconded a motion to approve sending notification to Tom Ballengee, JFS, that the monthly rent payment to the County by JFS is changed to \$5,011.59 for the months of October, November, and December 2011, as per recommendation by the State Auditor's Office, resulting from the recalculation of the lease after the expected useful life was changed from 22 to 40 years.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: REQUEST FOR FUND-RAISER IN COURTHOUSE

Mr. Weber moved and Mr. Irvine seconded a motion to allow the Git-R-Done Girls, a group of Washington County employees, to conduct a spaghetti lunch fund-raiser at a date yet-to-be-determined in January or February 2012, with the proceeds to benefit Relay for Life.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: AGREEMENT WITH VILLAGE OF BEALLSVILLE, OHIO

Mr. Weber moved and Mr. Irvine seconded a motion to approve the Agreement between the

Village of Beallsville, Ohio, and Washington County, Ohio, to provide building inspections and exercise authority in the Village of Beallsville, in accordance with the Ohio Building Code, with the County retaining all permit and inspection fees authorized by the State of Ohio for such purposes.

A calling of the roll resulted in the following vote: Timothy Irvine, Steven Weber aye. Motion passed.

RE: URBAN TRANSIT PROGRAM

Mr. Weber moved and Mr. Irvine seconded a motion to approve the Amendment to Transit Service Contract between the Washington County Commissioners and the Community Action Program of Washington-Morgan Counties, Ohio, reducing the number of hours of transportation service and eliminating Route B through the remainder of operating year 2011, as recommended by Dawn Rauch, Community Action.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

Mr. Weber then moved and Mr. Irvine seconded a motion to approve the application to the Ohio Department of Transportation for \$73,214 in Urban Transit Program funds for operating year 2012, and to allow Ms. Marshall to sign the transmittal letter at a later date, as recommended by Dawn Rauch, Community Action.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: VISITOR COMMENTS

Myron Guiler, pastor of The Bible Center in Devola, talked with the Commissioners about the ongoing sewer line installation in the Devola area, and the requirements to tap into it. He asked the Commissioners:

- Do The Bible Center and the College have to hook up to the new line? (The church is 500' from the line, but the line runs through the property.)
- If the church and college must tie into the line, will there be someone to direct them as to what needs to be done to complete the connection?
- Does the church need to pump from the buildings to reach the system? If so, what will they do when the river rises and floods the property?

Mr. Irvine indicated the Commissioners will contact Mr. Guiler with answers to these questions.

RE: SOUTHEASTERN OHIO PORT AUTHORITY

Terry Tamburini, Executive Director of the Southeastern Ohio Port Authority, updated the Commissioners on the following projects:

- Ingenuity Center - Two grants have been received or are anticipated, allowing construction to move forward. An architect is working with two possible tenants.
- ODNR Property - Open House is October 1 and 2. There have been serious inquiries into the property.
- Eramet - SeOPA will likely facilitate the financing of \$6 M in OWDA loans to build infrastructure for water intake.
- Economic Development - Terry is communicating with another multi-county consortium to share best practices. He is hopeful to get a Monroe County representative named this week, so that the sub-committee can soon get together.
- Cracker Plant - At the recommendation of Petroleum Engineer/Professor Bob Chase, the Port Authority is helping to locate appropriate sites with access to both the river and railway, to accommodate a Cracker Plant.
- RJF - There is significant concern over some recent communication from the Ohio EPA pertaining to RJF.

RE: NEW ERA BROADBAND

Jerry Bibbee talked with the Commissioners about how his company, New Era Broadband, has been involved in a Meigs County project very similar to the proposed Washington County WISP project. Meigs is now in the third phase of its project and he is very pleased with the results, providing many residents of Meigs County with Internet service they've never had or with which they've been satisfied. He expressed his interest in working with Washington County.

RE: CONTRACT AGREEMENT, JFS

Ken Edsell, consultant in labor relations with Washington County, and Tom Ballengee, JFS Director, presented the final draft of the collective bargaining agreement between the Washington County Commissioners and AFSCME, Local 772 and Ohio Council 8. They indicated that the agreement has been properly negotiated and approved within the parameters previously set by the Commissioners, the agreement has been signed by union representatives, and the Prosecutor has approved the contract as to form.

Mr. Weber moved and Mr. Irvine seconded a motion to approve the Agreement between the Washington County Board of Commissioners and AFSCME, Local #772 and Ohio Council 8, for employees of Washington County Job & Family Services, effective during the period August 3, 2011 through August 2, 2014, as recommended by Tom Ballengee, Job & Family Services. (The Agreement is on file in the Commissioners Office.)

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

Mr. Weber then moved and Mr. Irvine seconded a motion to adopt the same benefits for management, the Confidential Secretary, and the IT Specialist as contained in the Union Contract approved this date, September 22, 2011, and effective during the period August 3, 2011 through August 2, 2014, as recommended by Tom Ballengee, JFS Director.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed.

RE: EXECUTIVE SESSION

Mr. Weber moved and Mr. Irvine seconded a motion to enter into Executive Session to discuss collective bargaining matters, and invited to the meeting Administrator Paul Cunningham, Clerk Rick Peoples, and CNA Representative Ken Edsell.

A calling of the roll resulted in the following vote: Timothy Irvine aye, Steven Weber aye. Motion passed, and the Board of Commissioners entered Executive Session at 11:25 a.m.

The Board returned to Regular Session at 11:32 a.m.

RE: LIVESTOCK DAMAGE

Dog Warden Greg Sturm and USDA Wildlife Representatives Jeff Pelc and Eric Householder talked with the Commissioners about the significant number of cattle, sheep, and goats killed by predators (coyote, vultures) in Washington County. They shared documents which projected economic savings from implementing a Livestock Protection Program. Some ways the Commissioners might consider addressing the situation:

- Permit and promote hunting of predatory animals
- Implement a "nuisance control" program
- Hire a full-time specialist (\$100,000+)
- Utilize technical assistance from Eric Householder
- Share the cost of full-time specialist with neighboring counties
- Educate farmers on trapping and prevention, working with OSU Extension and USDA
- Utilize USDA resources for a minimum of three months (\$30,000+)

The Commissioners thanked them for the information.

RE: INTELLIWAVE

Chris Cooper, representing Intelliwave, expressed his interest in working with Washington County as it develops its plans to provide access to high-speed internet service to remote parts of the County, most likely beginning with the western portion of the County. He indicated that as funds become available, more areas of the County would be brought on-line.

The Commissioners thanked Mr. Cooper for his interest in working with the County.

RE: ADJOURNMENT

Mr. Weber moved and Mr. Irvine seconded a motion to adjourn.

A calling of the roll resulted in a unanimous vote in favor. The meeting adjourned at 3:40 p.m.

_____, President

_____, Vice President

_____, Member

_____, Clerk