

THE DULY ELECTED MEMBERS OF THE BOARD OF COUNTY COMMISSIONERS OF WASHINGTON COUNTY, OHIO, MET IN REGULAR SESSION ON MARCH 15, 2012 IN ACCORDANCE WITH OHIO REVISED CODE 305.05, WITH THE FOLLOWING MEMBERS PRESENT: TIMOTHY C. IRVINE, PRESIDENT, CORA A. MARSHALL, VICE PRESIDENT, AND MEMBER STEVEN W. WEBER. THE MEETING WAS CALLED TO ORDER AT 9:00 A.M. BY THE PRESIDENT OF THE BOARD WITH THE PLEDGE OF ALLEGIANCE TO OUR FLAG.

Also attending were Administrator Paul Cunningham and Clerk Rick Peoples.

COMMISSIONERS AGENDA

March 15, 2012

UNFINISHED BUSINESS

Vacate Portion of Decatur Township Rd. 96
Donation of Oven to Meigs Senior Citizens
ODNR Flood Plain Amendment
Resolution Authorizing Bond refund
Travel - Dog Warden

NEW BUSINESS, TO BE CONSIDERED AT COMMISSIONERS' OFFICE

9:00 Approve Agenda
Bills from Various Departments
Additional Appropriation - LEPC
Transfer - EMA
Transfer - Family & Children First (2)
Then & Now's
CDBG Status Report
CDBG Amendment Report
Discussion of Delinquent Sewer Account Notification Process
9:30 Larry Hivnor, Workforce Investment
10:00 Tim Marty, Bldg. & Grounds Superintendent
10:15 Tracey Wright, Recorder
10:45 Eric Skomra, IT Director
3:00 Children Services Board

NEW BUSINESS, TO BE CONSIDERED AT VILLAGE OF MACKSBURG TOWN HALL

6:00 Approve Agenda
Approval of previous meeting's minutes
Travel Request - Auditor
Travel Request - Family & Children First
Supplemental Fiscal Officer's Certificate
Transfer of Liquor Permit
Drawdown for CHIP
Engineer - Change Order (final) for CR 79 Landslip Repair
Engineer - Change Order for CR 21 Landslip Repair
Engineer - Contract with Larry Lang Excavating, Inc., CR 8
Engineer - Contract with Larry Lang Excavating, Inc., CR 9

INFORMATION

Finance Committee, 10:00 a.m., Tuesday, March 20
Annual Public Service Awards, Lafayette Hotel, Noon, Tuesday, March 20

RE: AGENDA

Ms. Marshall moved and Mr. Weber seconded a motion to accept the agenda.

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

RE: PAYMENT OF BILLS

Ms. Marshall moved and Mr. Weber 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, Cora Marshall aye, Steven Weber aye. Motion passed.

RE: ADDITIONAL APPROPRIATIONS

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

LEPC

210-0320-53403 Training \$ 6,000.00

210-0320-53404 Drill/Exercise Expenses 1,500.00

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

RE: TRANSFERS

Ms. Marshall moved and Mr. Weber seconded a motion to approve the following requests for transfers:

	<u>From</u>	<u>To</u>	<u>Amount</u>
EMA	100-0101-57100	200-0315-49100	\$ 10,000.00
Family & Child. First	602-2030-54001	602-2030-53401	\$ 350.00
Family & Child. First	602-2033-55204	602-2033-53000	\$ 150.00

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

RE: THEN & NOW'S

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

<u>Dept</u>	<u>Account</u>	<u>Vendor</u>	<u>Amount</u>
Commissioners	210-0368-5-3000	Eve Inc.	\$ 7,000.00
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 488.00
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 152.00
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 280.00
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 100.00
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 252.00
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 114.40
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 104.00
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 108.00
Commissioners	100-0101-5-3400	John Bay	\$ 956.00
Commissioners	100-0101-5-3400	Nancy Brum	\$ 863.15
MR/DD	210-0620-5-3000	Wasco Inc.	\$ 956.26
DJFS	200-0720-5-3400	Brooker Law Office	\$ 1,399.00
Commissioners	215-0840-5-7400	Washington-Morgan CAP	\$ 61,863.00
Commissioners	100-0601-5-7401	Marietta City Health Dept.	\$ 1,124.00
Commissioners	100-0101-5-3400	Timothy Laughry	\$ 432.00
Commissioners	100-0101-5-3400	Jack Blakeslee	\$ 7,207.99
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 100.00
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 208.00
Commissioners	100-0101-5-3400	Timothy Loughry	\$ 196.00
Building Dept.	100-0170-5-7400	American Producers	\$ 137.09

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

RE: CDBG STATUS REPORT

Ms. Marshall moved and Mr. Weber seconded a motion to approve the Ohio Community Development Block Grant (CDBG) Status Report for grant B-R-09-1CY-1, and to allow Mr. Irvine to sign the Report, as requested by Michelle Hyer, Buckeye Hills-Hocking Valley Regional Development District.

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

RE: CDBG GRANT AMENDMENT

Ms. Marshall moved and Mr. Weber seconded a motion to approve the Fiscal Year 2010 Community Development Block Grant (CDBG) Amendment, grant B-F-10-1CY-1, and to allow Mr. Irvine to sign the Amendment, as requested by Michelle Hyer, Buckeye Hills-Hocking Valley Regional Development District.

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

RE: DELINQUENT SEWER ACCOUNT NOTIFICATION

The Commissioners reviewed a revised letter of notification to delinquent sewer account holders, and a related resolution setting the sewer department guidelines. It was generally agreed that an initial notification of delinquent account should be mailed via U.S. Postal Office standard mail 30 days after the month of service, serving as a "friendly reminder" that payment is late and should be made. Then, if payment is not made within 60 days after the month of service, a letter (possibly by Certified Mail) should be mailed to the account holder notifying that the account will be certified as delinquent to the County Auditor and the delinquent amount will be added to property taxes. The account holder will have 30 days to make payment in full to avoid adding to property taxes. The Commissioners asked the Clerk to continue working with the Sewer Department Clerk to revise letters and guidelines.

RE: LARRY HIVNOR

Larry Hivnor, Ohio Valley Employment Resource, reviewed with the Commissioners the meeting agenda for the upcoming Area #15 Council of Governments meeting to be held in Marietta on March 23, 2012.

RE: FACILITIES IMPROVEMENT PROJECTS

Tim Marty, Building & Grounds Superintendent, notified the Commissioners that he is working on three building improvement projects:

Heat pumps: Two 25-year old heat pumps in the courthouse need to be replaced. Two quotes have been received, including

CAM Refrigeration	\$ 7,350.00
Tropic Air	\$11,900.00

Health Department Carpet: The building housing the Health Department is need of carpet and tile floor replacement. Quotes have been received:

Lang's Flooring	\$ 8,792.94
Wieser & Cawley	\$12,037.95

Courthouse & Annex Floor: The floor in the courthouse and annex needs to be stripped and waxed. Quotes include:

Janisource	\$ 2,990.00
Winan's	\$ 4,195.00

The Commissioners asked Mr. Marty to:

- Determine if the CAM quote includes shipping.
- Request a quote for the heat pumps from Morrison's.
- Request a quote from Wasco for the courthouse and annex floor stripping and waxing.
- Proceed to enter into contract with the best and lowest quotes.

RE: EXECUTIVE SESSION

Mr. Weber moved and Ms. Marshall seconded a motion to enter into Executive Session to discuss compensation of public employees, and to invite County Administrator Paul Cunningham and Recorder Tracey Wright to attend.

A calling of the roll resulted in a unanimous vote in favor, and the Commissioners entered Executive Session at 10:25 a.m.

The Commissioners returned to Regular Session at 10:52 a.m.

RE: INFORMATION TECHNOLOGY

IT Director Eric Skomra talked with the Commissioners about some projects that demand much time from his limited staff, and requested consideration for part-time contractual help for specific projects. He noted that a practicum student from Washington State Community College will begin March 19, but will be able to do only so much. Ms. Marshall asked Mr. Cunningham and Mr. Skomra to develop a billing system to share the cost of IT services among departments outside of the County General Fund. She also asked Mr. Cunningham to review the contract with American Telephone Technology to determine if the County is getting appropriate service for moneys paid. Freeing up some of these other funds may then allow the opportunity to invest in part-time contractual services.

Mr. Skomra noted that he received two quotes for the purchase of a scanner for the Tax Map Office:

Poynter's Best Products	\$ 11,245.00
CWS	\$ 10,985.00

The Commissioners asked Eric to proceed with acquisition of a scanner from the best source.

RE: CHILDREN SERVICES

Members of the Children Services Board of Directors talked with the Commissioners about their proposal for a levy to be placed on the November ballot. One of the issues they are discussing is whether the County will continue to provide financial support for operations of Children Services and, if so, the level of that contribution. Gregg Emrick noted that the millage requested for the ballot is dependent upon the level of support from the County. He is hoping the millage is less than 2.00, but is sufficient to allow for reinstatement of the prevention program. Mr. Emrick suggested that his Board is requesting the Commissioners appropriate \$500,000 to Children Services if the levy passes in November. Ms. Marshall asked them to find out what other like-size counties contribute to their Children Services departments that have levy funds available to them.

The Commissioners informed the Children Services Board that no decision has yet been made

concerning moving the Board of Elections offices into another facility.

The meeting resumed at 6:00 p.m. at the Town Hall in the Village of Macksburg. Attending were Commissioners Irvine, Marshall, and Weber, Administrator Paul Cunningham, Clerk Rick Peoples, Ashley Rittenhouse from the Marietta Times, Macksburg Mayor Jerry Williams, and Macksburg community residents Nancy Huntsman, Sally Frye, Dorothy Pack, Tina Williams, Jim Westfall, and Jack Williams. The meeting in Macksburg was called to order by the President of the Board with the Pledge of Allegiance to our flag. President Irvine welcomed guests, and expressed the Commissioners' appreciation to those attending for hosting the meeting in Macksburg.

RE: AGENDA

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

Add: Travel Request - RSVP
Engineer's Annual Report on Condition of Roads & Bridges
Additional Appropriation - CDBG
Engineer - Contract with Mar-Zane, Inc.
Engineer - Contract with Asphalt Materials, Inc.

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

RE: APPROVAL OF MINUTES

Ms. Marshall moved and Mr. Weber seconded a motion to dispense with the reading of the March 8, 2012 minutes, and approve them as submitted.

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

RE: ADDITIONAL APPROPRIATION

Ms. Marshall moved and Mr. Weber seconded a motion to approve the following additional appropriation:

CDBG

210-0113-53000 Contract Services \$ 26,719.99

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

RE: TRAVEL REQUESTS

Mr. Weber moved and Ms. Marshall 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 2012 and any and all amendments subsequent thereto:

Auditor

Bill McFarland, Gale Hall: One-day trip to Columbus to attend County Auditors' Association educational training; March 27, 2012.

Family & Children First

Gina Messer, Cindy Davis: One-day trip to Dayton to attend Facilitators' Training for Stewards of Children; March 28, 2012.

RSVP

Lisa Valentine: One-day trip to Cambridge to attend Civic Engagement Initiative; March 15, 2012.

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

RE: SUPPLEMENTAL FISCAL OFFICER'S CERTIFICATE

Ms. Marshall moved and Mr. Weber seconded a motion to acknowledge receipt of the Supplemental Fiscal Officer's Certificate, supplementing the certificate of April 6, 2004, certifying in connection with the proposed issue of bonds in the maximum principal amount of \$2,250,000 for the purpose of paying the costs of refunding bonds previously issued by the County for the purpose of paying the costs of constructing, furnishing and equipping a new County jail, together with all necessary appurtenances thereto, that:

1. The estimated life or period of usefulness of the Improvement is at least five (5) years.

2. The maximum maturity of the bonds, calculated in accordance with Sections 133.20 and 133.34 of the Ohio Revised Code, is December 1, 2023.

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

RE: TRANSFER OF LIQUOR PERMIT

Mr. Weber moved and Ms. Marshall seconded a motion to notify the Ohio Division of Liquor Control that a hearing is not requested on the application for transfer of liquor license from Station Lounge & Carry Out, Inc. to Station Lounge & Patio, LLC.

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

RE: CHIP DRAWDOWN

Ms. Marshall moved and Mr. Weber seconded a motion to approve the Request for Payment and Status of Funds Report (Drawdown) for CHIP, in the amount of \$4,463.00, and for Mr. Irvine and Ms. Marshall to sign the Request, as recommended by Gerry Spencer, Community Action.

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

RE: CHANGE ORDER, BOB LANE'S WELDING, CR 79 LANDSLIP REPAIR

Ms. Marshall moved and Mr. Weber seconded a motion to approve the Final Change Order for Bob Lane's Welding, for the County Road 79 Landslip Repair project, reducing the original contract amount of \$31,803.85 by \$6,803.50, for a final contract amount of \$25,000.35, as recommended by County Engineer Bob Badger.

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

RE: CHANGE ORDER, BOB LANE'S WELDING, CR 21 LANDSLIP REPAIR

Ms. Marshall moved and Mr. Weber seconded a motion to approve the Final Change Order for Bob Lane's Welding, for the County Road 21 Landslip Repair project, increasing the original contract amount of \$6,772.75 by \$1,075.35, for a final contract amount of \$7,848.10, as recommended by County Engineer Bob Badger.

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

RE: CONTRACT WITH LARRY LANG EXCAVATING, INC. FOR CR 8 LANDSLIP REPAIR

Mr. Weber moved and Ms. Marshall seconded a motion to approve the contract with Larry Lang Excavating, Inc., for the repair of a landslip on County Road 8, in the amount of \$7,416.50, as recommended by County Engineer Bob Badger.

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

RE: CONTRACT WITH LARRY LANG EXCAVATING, INC. FOR CR 9 LANDSLIP REPAIR

Mr. Weber moved and Ms. Marshall seconded a motion to approve the contract with Larry Lang Excavating, Inc., for the repair of a landslip on County Road 9, in the amount of \$15,420.40, as recommended by County Engineer Bob Badger.

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

RE: 2011 ANNUAL REPORT ON CONDITION OF ROADS AND BRIDGES

Ms. Marshall moved and Mr. Weber seconded a motion to acknowledge receipt of the 2011 Annual Report on the Condition of Roads and Bridges from County Engineer Bob Badger.

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

RE: AWARDING OF CONTRACT TO MAR-ZANE, INC., FOR THE PURCHASE OF ASPHALT MATERIALS

Ms. Marshall moved and Mr. Weber seconded a motion to award contract to Mar-Zane, Inc., for the purchase of all asphalt concrete materials during 2012, for the prices submitted with their bid, as recommended by County Engineer Bob Badger.

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

RE: AWARDING OF CONTRACT TO ASPHALT MATERIALS, INC., FOR THE PURCHASE OF LIQUID BITUMINOUS MATERIAL

Ms. Marshall moved and Mr. Weber seconded a motion to award contract to Asphalt Materials, Inc., for the purchase of liquid bituminous material during 2012, for the prices submitted with their bid, as recommended by County Engineer Bob Badger.

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

RE: RESOLUTION AUTHORIZING REFUNDING OF BOND

Ms. Marshall moved and Mr. Weber seconded a motion to return to the table from Unfinished Business consideration of a resolution authorizing bond refunding.

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

Mr. Irvine commented that there are twelve (12) years remaining on county bonds sold for the construction of the county jail. Current bond market conditions suggest that this is an appropriate time to refinance those bonds, with anticipated savings of approximately \$158,000 over the twelve years remaining, representing a 6.5% net present value of savings. The Commissioners earlier acknowledged receipt of the Supplemental Fiscal Officer's Certificate.

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

A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$2,250,000 FOR THE PURPOSE OF PAYING THE COSTS OF REFUNDING BONDS PREVIOUSLY ISSUED BY THE COUNTY FOR THE PURPOSE OF PAYING THE COSTS OF CONSTRUCTING, FURNISHING AND EQUIPPING A NEW COUNTY JAIL, TOGETHER WITH ALL NECESSARY APPURTENANCES THERETO.

WHEREAS, pursuant to a resolution adopted on April 6, 2004 (the "2004 Bond Resolution") bonds in the principal amount of \$3,400,000, dated as of April 15, 2004 (the "2004 Bonds"), were issued for the purpose of paying the costs of constructing, furnishing and equipping a new County jail, together with all necessary appurtenances thereto; 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 \$2,250,000 (the "Bonds") in order to refund at a lower rate of interest all or a portion of the 2004 Bonds stated to mature on December 1 in the years 2012 through 2016, 2018, 2019 and 2023 (collectively, the "Outstanding 2004 Bonds"), which Outstanding 2004 Bonds maturing on or after December 1, 2015 are subject to prior redemption at the option of the County on any date on or after December 1, 2014 at a redemption price of 100% of par plus any accrued interest to their redemption date, and to pay any expenses relating to that refunding and the issuance of 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 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 the Improvement is at least five (5) years and that the maximum maturity of the Bonds is December 1, 2023;

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, the Escrow Agreement, the Purchase Agreement, the Registrar 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 beneficial 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 certificates deposited with and maintained 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 beneficial 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 beneficial 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 2012 Refunding Escrow Fund created pursuant to Section 10 and in accordance with 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 2012 to and including 2023; *provided* that the last Principal Payment Date may be advanced 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 exceed the maximum maturity limitation 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.

“*Refunded Bonds*” means, collectively, the principal maturities of the Outstanding 2004 Bonds to be determined by the County Auditor in the Certificate of Award as the maturities the refunding of which will be in the best interest of and to the financial advantage of the County.

“*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 \$2,250,000 (the “*Bonds*”) for the purpose of paying the costs of refunding bonds previously issued by the County for the purpose of paying the costs of constructing, furnishing and equipping a new County jail, together with all necessary appurtenances thereto (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 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 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, estimates of the financing costs and the interest rates on the Bonds. The Refunded Bonds shall be determined by the County Auditor in the Certificate of Award as the maturities of the Outstanding 2004 Bonds the refunding of which will be in the best interest of and to the financial advantage of 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) shall be paid into the proper fund or funds, and those proceeds are hereby appropriated and shall be used for the purpose for which the Bonds are being issued, including without limitation but only to the extent not paid by others, the payment of the costs of issuing and servicing the Bonds, printing and delivery of the Bonds, legal services including obtaining the approving legal opinion of bond counsel, any paying agent, escrow agent and verification agent fees and expenses, rating agency fees and expenses, any fees or premiums relating to municipal bond insurance or other security arrangements determined necessary by the County Auditor, and all other financing costs (as defined in Section 133.01 of the Ohio Revised Code) and costs incurred incidental to those purposes. 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 those proceeds 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, consistent with the County Auditor’s determination of the best interest of and financial advantages to the County. 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 interest at the rate or rates per year (computed on the basis of a 360 day year consisting of 12 30-day months) as shall be determined by the County Auditor, subject to subsection (c) of this Section, 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 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 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 of the maturities and interest rates specified in the Certificate of Award (if any are so specified) shall 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%.

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. 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 the County 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 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 unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first-class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 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 the Chapter 133 of the Ohio Revised Code, this Resolution and the Certificate of Award.

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 on behalf of the

County, 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 as 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 for that purpose, which may be the Bond Registrar; (ii) the beneficial owners of Bonds in book entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iii) ownership of beneficial interests 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 beneficial 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 beneficial 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 assignees 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 the 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. 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 on behalf of the County, 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.

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, Continuing Disclosure and Financing Costs.

(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 the 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.

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

Section 10. Call for Redemption; Escrow Trustee; Escrow Agreement; Escrow Fund. To provide for the payment of the principal of and interest on the Refunded Bonds, 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 Escrow Agent. The County Auditor shall sign and deliver, in the name and on behalf of the County, the Escrow Agreement between the County and the Escrow Agent, in substantially the form as is now on file with the Clerk. The Escrow Fund provided for in the Escrow Agreement is hereby created. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Auditor, on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow 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 Escrow Agreement, except to the extent paid or reimbursed by the Original Purchaser in

accordance with 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

Acting pursuant to the 2004 Bond Resolution which authorized the 2004 Bonds, the Refunded Bonds, as 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 "*Redemption Date*") at the required redemption price of the principal amount thereof, and the County Auditor is hereby authorized and directed to cause those Refunded Bonds to be called for redemption on the Redemption Date and arrange for the notice of redemption to be given in accordance with the applicable provisions of the 2004 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 Bonds.

In order to provide for the payment of (a) the interest on the Refunded Bonds on each June 1 and December 1 following the Closing Date and through the Redemption Date, (b) the principal (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 Agent and with the owners of the Refunded Bonds that the County will take, and will cause the Escrow Agent 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 each June 1 and December 1 following the Closing Date and through the Redemption Date, (b) the principal (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 Agent and with the owners of the Refunded Bonds that the County will take, and will cause the Escrow Agent to take, all steps required by the terms of this Resolution, Section 133.34 of the Ohio Revised Code, and the Escrow Agreement to carry out such payments so that the Refunded Bonds are not deemed to be outstanding.

There shall be delivered to the Escrow Agent for the Escrow Fund proceeds to be received from the sale of the Bonds and other available funds which 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 of the United States as defined in Section 133.34 of the Ohio Revised Code, of the United States of America (direct obligations and guaranteed obligations together with the SLG Securities, collectively, the "*Securities*") and which Securities shall 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, and the balance of those proceeds, less any amount thereof, contemplated by the Verification Report to be held in cash in the Escrow Fund, shall be used for the payment of costs related to the refunding and the issuance of the Bonds, and of financing costs.

At the direction of the County Auditor, the Escrow Agent 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 and to the financial advantage of the County to purchase Treasury Securities for deposit into the Escrow Fund, the County Auditor or any other officer of the County, on behalf of the County and in their official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the Original Purchaser 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.

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 Agent in trust and committed irrevocably to the payment of the principal of and interest and redemption premium (if any) of the Refunded Bonds.

Section 11. Bond Counsel. The legal services of the law firm of Squire Sanders (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; that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds; and that the Bonds are being authorized and issued pursuant to Chapter 133 of the Ohio Revised Code, this Resolution, the Certificate of Award and other authorizing provisions of law.

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, Cora Marshall aye, Steven Weber aye. Motion passed.

RE: COMMENTS FROM VISITORS

Mr. Irvine invited comments from visitors.

Mayor Williams thanked the Commissioners for having their meeting in Macksburg. He then commented that their bridge was going to be black-topped last year, but has yet to be done and is in need of it soon.

Ms. Marshall suggested that he take photos of the bridge revealing the condition it is in, and share them with County Engineer Bob Badger.

Ms. Marshall then noted that the Village is working with OSU Extension Office on applying for a FEMA grant. She encouraged the Village to pursue CDBG funds as well. Ms. Marshall informed those attending that there are funds available for the replacement of septic tanks, with certain restrictions on eligibility.

RE: ADJOURNMENT

Mr. Weber moved and Ms. Marshall seconded a motion to adjourn.

A calling of the roll resulted in a unanimous vote in favor. The meeting adjourned at 6:30 p.m.

_____, President

_____, Vice President

_____, Member

_____, Clerk