

COMMISSIONERS JOURNAL NO. 69 - DELAWARE COUNTY  
 MINUTES FROM REGULAR MEETING HELD AUGUST 13, 2018

THE BOARD OF COMMISSIONERS OF DELAWARE COUNTY MET IN REGULAR SESSION ON THIS DATE WITH THE FOLLOWING MEMBERS PRESENT:

Present:  
 Gary Merrell, President  
 Barb Lewis, Vice President  
 Jeff Benton, Commissioner

1:30 P.M. Viewing For Consideration Of The English 346 Watershed Drainage Improvement Petition

**1**  
 RESOLUTION NO. 18-878

IN THE MATTER OF APPROVING THE ELECTRONIC RECORD OF THE PROCEEDINGS FROM REGULAR MEETING HELD AUGUST 9, 2018:

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following:

WHEREAS, the Board of Commissioners of Delaware County, Ohio (the "Board") met in regular session on August 9, 2018; and

WHEREAS, the Clerk of the Board has certified, pursuant to section 305.11 of the Ohio Revised Code, that the entire record of the proceedings at that meeting is completely and accurately captured in the electronic record of those proceedings;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves the electronic record of proceedings at the previous meeting.

Vote on Motion Mr. Merrell Aye Mrs. Lewis Aye Mr. Benton Aye

**2**  
 PUBLIC COMMENT

**3**  
 ELECTED OFFICIAL COMMENT

**4**  
 RESOLUTION NO. 18-879

IN THE MATTER OF APPROVING PURCHASE ORDERS, THEN AND NOW CERTIFICATES, AND PAYMENT OF WARRANTS IN BATCH NUMBERS CMAPR0810:

It was moved by Mrs. Lewis, seconded by Mr. Benton to approve Then And Now Certificates, payment of warrants in batch numbers CMAPR0810 and Purchase Orders as listed below:

<u>Vendor</u>	<u>Description</u>	<u>Account</u>	<u>Amount</u>
<b>PO' Increase</b>			
<b>PR Number</b>	<b>Vendor Name</b>	<b>Line Description</b>	<b>Line Account Amount</b>
R1804311	EASTWAY CORPORATION	RESIDENTIAL HOMES CONTRACT 8 1 18-11 15 18	22511607 - \$25,000.00 5342
R1804621	B & B SEALING LLC	ASPHALT CRACK FILLING AND COATING	66211904 - \$19,450.00 5328
R1804645	GLOBE WINDOW CLEANING INC	WINDOW CLEANING	10011105 - \$ 7,183.00 5328

Vote on Motion Mrs. Lewis Mr. Merrell Mr. Benton

**5**  
 RESOLUTION NO. 18-880

IN THE MATTER OF APPROVING TRAVEL EXPENSE REQUESTS:

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following:

Job and Family Services is requesting that Colleen Miles, Britney Montgomery, Jordan Emmons, Lynn Stacy, Melissa Barber, Micayla Haywood, Clara Coffey, Denise Poling, Kayla Geiger, Scott Rickel, Sandy Honigford, and Bob Anderson attend the 2018 Public Children Services Association of Ohio Conference, in Columbus, Ohio September 19-21, 2018; at the cost of \$2,884.00.

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The Code Compliance department is requesting that Joseph Amato, Scot Heller and Ric Irvine attend a COCOA “Maintaining the Integrity of Fire Related Construction” class in Grove City, Ohio on August 29, 2018 at no cost.

Vote on Motion                      Mrs. Lewis              Aye              Mr. Merrell              Aye              Mr. Benton              Aye

**7**

**RESOLUTION NO. 18-881**

**IN THE MATTER OF APPROVING THE FOURTH AMENDMENT TO THE AGREEMENT BETWEEN THE DELAWARE COUNTY SHERIFF'S OFFICE, THE DELAWARE COUNTY BOARD OF COMMISSIONERS, AND CORRECTIONAL HEALTHCARE COMPANIES, INC. FOR INMATE HEALTH CARE SERVICES AT THE DELAWARE COUNTY JAIL:**

It was moved by Mrs. Lewis, seconded by Mr. Benton to approve the following:

Whereas, the Sheriff and Sheriff’s Office Staff recommend approval of the fourth amendment to the agreement with Correctional Healthcare Companies, Inc., inmate health care services for the Delaware County Jail;

Now Therefore Be It Resolved, that the Delaware County Board of Commissioners approve the fourth amendment to the agreement with Correctional Healthcare Companies, Inc., for inmate health care services for the Delaware County Jail:

**FOURTH AMENDMENT TO THE AGREEMENT FOR INMATE HEALTH CARE SERVICES AT DELAWARE COUNTY, OHIO  
(Effective March 1, 2015)**

This is the Fourth Amendment to the Agreement for Inmate Health Care Services at Delaware County, Ohio effective July 1, 2018 through December 31, 2018 (hereinafter "AGREEMENT") between Correctional Healthcare Companies, Inc., (hereinafter "CHC") and Delaware County, Ohio (hereinafter the "COUNTY").

WHEREAS, paragraph 9.0 of the AGREEMENT provides that the AGREEMENT may be renewed one additional three year period;

WHEREAS, the Parties wish to amend paragraph 9.0 of the AGREEMENT to allow for a temporary extension through December 31, 2018; and

WHEREAS, the parties desire to so renew the AGREEMENT and to amend it in accordance in herewith.

NOW THEREFORE, IN CONSIDERATION of the foregoing facts, the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree that the AGREEMENT shall be renewed for a term beginning July 1, 2018 through December 31, 2018.

Except for the provisions amended by this document, all other provisions of the AGREEMENT shall remain in full force and effect and unchanged.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed in their names or their official acts by their respective representatives, each of whom is duly authorized to execute the same.

Vote on Motion                      Mr. Merrell              Aye              Mr. Benton              Aye              Mrs. Lewis              Aye

**8**

**RESOLUTION NO. 18-882**

**IN THE MATTER OF APPROVING AND AUTHORIZING THE SIGNING AND SUBMITTAL OF THE COMMUNITY DEVELOPMENT BLOCK GRANT CDBG HOUSING REVOLVING LOAN FUND (RLF) SEMI-ANNUAL REPORT TO THE OHIO DEVELOPMENT SERVICES AGENCY, OFFICE OF COMMUNITY DEVELOPMENT (ODSA OCD):**

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following:

WHEREAS, the Ohio Development Services Agency has provided financial assistance to Delaware County through CDBG Housing RLF; and

WHEREAS, the Board of Commissioners is required to submit a semi-annual CDBG Housing RLF Report to the ODSA OCD;

NOW, THEREFORE, PURSUANT TO THE FOREGOING, BE IT HEREBY RESOLVED by the Board of Commissioners, County of Delaware, State of Ohio as follows:

Section 1. The Board of Commissioners approves and authorizes the President of the Board to sign the CDBG

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Housing Semi-Annual Report for December 31, 2017 to June 30, 2018.

Section 2. The Board of Commissioners authorizes the submittal of CDBG Housing RLF Semi-Annual Report for the period of December 31, 2017 to June 30, 2018 to the Ohio Development Services Agency, Office of Community Development.

Section 3. The Economic Development Coordinator is directed to submit the Semi-Annual Reports to ODSA OCD.

Vote on Motion Mrs. Lewis Aye Mr. Benton Aye Mr. Merrell Aye

9

RESOLUTION NO. 18-883

IN THE MATTER OF APPROVING AND AUTHORIZING THE SIGNING AND SUBMITTAL OF THE COMMUNITY DEVELOPMENT BLOCK GRANT ECONOMIC DEVELOPMENT REVOLVING LOAN FUND (CDBG ED RLF) SEMI-ANNUAL REPORT TO THE OHIO DEVELOPMENT SERVICES AGENCY, OFFICE OF COMMUNITY DEVELOPMENT (ODSA OCD):

It was moved by Mrs. Lewis, seconded by Mr. Benton to approve the following:

WHEREAS, the Ohio Development Services Agency provides financial assistance to Delaware County through the CDBG ED RLF; and

WHEREAS, the Board of Commissioners is required to submit a semi-annual CDBG ED RLF Report to the ODSA OCD;

NOW, THEREFORE, PURSUANT TO THE FOREGOING, BE IT HEREBY RESOLVED by the Board of Commissioners, County of Delaware, State of Ohio as follows:

Section 1. The Board of Commissioners approves and authorizes the President of the Board to sign the CDBG ED RLF Semi-Annual Report for December 31, 2017 to June 30, 2018.

Section 2. The Board of Commissioners authorizes the submittal of CDBG ED RLF Semi-Annual Report for the period of December 31, 2017 to June 30, 2018 to the Ohio Development Services Agency, Office of Community Development.

Section 3. The Economic Development Coordinator is directed to submit the Semi-Annual Report to ODSA OCD.

Vote on Motion Mr. Benton Aye Mr. Merrell Aye Mrs. Lewis Aye

10

RESOLUTION NO. 18-884

IN THE MATTER OF APPROVING AN AMENDMENT TO THE SANITARY SEWER DEVELOPER’S AGREEMENT FOR EVANS FARM WEST:

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following:

WHEREAS, the Board of County Commissioners approved the original Sanitary Sewer Developer’s Agreement for Evans Farm West on January 7, 2017; and

WHEREAS, the Sanitary Engineer recommends approving an amendment to the original Agreement;

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners approves the following Amendment to the Sanitary Sewer Developer’s Agreement for Evans Farm West:

AMENDMENT TO DEVELOPER’S AGREEMENT  
DELAWARE COUNTY SANITARY ENGINEER

This Amendment to the Developer’s Agreement dated January 7, 2017 by and between **Evans Farm Land Development Company, LLC**, hereinafter called “Developer”, and the **Delaware County Board of Commissioners** (hereinafter called “County Commissioners” or “County”) is entered into on this 13<sup>th</sup> day of August, 2018. The Developer and the County hereby agree to amend the Developer’s Agreement as follows:

AMENDMENT

The first paragraph of SECTION IV: CONSTRUCTION shall be deleted and replaced with the following:

All public improvement construction shall be performed no later than January 1, 2019. Extension of time may be granted if approved by the County Commissioners. Prior to completion and final acceptance of

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the IMPROVEMENTS, DEVELOPER may connect laterals to the sanitary sewer on the 8” sewers upstream of Manhole 14 and Manhole 17 until final completion is achieved, provided however the DEVELOPER and COUNTY mutually acknowledge and agree that such connections shall be at the DEVELOPER’s sole risk and expense. Prior to connection to the sanitary sewer, capacity charges and any surcharges shall be paid by the applicant upon request to the DELAWARE COUNTY SANITARY ENGINEER for a tap permit to connect to the sanitary sewer. Lot numbers 8467 through 8483, and 8490 through 8511 (39 total lots) will be allowed to connect laterals to the mainline 8” sewer.

Regardless of any inspection by the COUNTY, the DEVELOPER shall be solely liable for any and all costs, expenses, and other liabilities arising from connection to sanitary sewers, and any damage resulting therefrom, until the IMPROVEMENTS have been accepted by the COUNTY and the maintenance period has expired. Only upon final acceptance shall the COUNTY assume any risk or liability for the operation of the sanitary sewers. In addition to any other indemnification obligation stated herein, the DEVELOPER shall specifically indemnify the COUNTY against and hold the COUNTY harmless from any damages, claims, judgments, costs, or liabilities of any kind arising from the operation or maintenance of the sanitary sewers as approved herein.

Prior to any lateral connections to the 8” sanitary sewer, mechanical sewer plugs must be installed in the upstream and downstream sides of Manhole 14 and Manhole 17 (2 plugs in each manhole) to restrict any flow from being conveyed downstream to the 15” sewer. The sewer plugs must be inspected during wet weather and in the event of failure the DEVELOPER is responsible for cleaning the downstream 15” sewers. No occupancy of the homes being constructed will be allowed until the downstream 15” sewer is completed, tested, and accepted in accordance with DCRSD policies. Mandrel pulls must be completed on all 8” sewers by August 31, 2018 and any sewers that fail the mandrel test must be repaired or replaced as required for acceptance. Prior to removing the plugs and final acceptance of the IMPROVEMENTS, the DEVELOPER shall cause the 8” sewers to be pumped down, cleaned, and closed-circuit televised. The videos must be provided to COUNTY for review and approval as part of the final inspection of the Improvements. Only upon final acceptance shall the COUNTY permit the plugs installed as specified herein to be removed.

**REMAINING PROVISIONS**

All other provisions of the Developer’s Agreement not amended herein shall remain in full force and effect.

IN CONSIDERATION WHEREOF, the Parties have executed this Amendment as of the date stated above.

Vote on Motion                      Mr. Merrell              Aye              Mrs. Lewis              Aye              Mr. Benton              Aye

**11**

**RESOLUTION NO. 18-885**

**IN THE MATTER OF APPROVING AN EASEMENT AGREEMENT FOR PIPELINE RIGHT-OF-WAY BETWEEN THE SECRETARY OF THE ARMY AND THE DELAWARE COUNTY BOARD OF COMMISSIONERS FOR THE MAPLE GLEN SANITARY SEWER:**

It was moved by Mrs. Lewis, seconded by Mr. Benton to approve the following:

WHEREAS, a sanitary easement is required from the Secretary of the Army for the construction, operation and maintenance of a sanitary sewer line in conjunction with the Maple Glen subdivision; and

WHEREAS, the Secretary of the Army is granting the aforementioned easement as detailed on Exhibit A of the easement agreement to the County for a term of fifty years;

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of Delaware County, Ohio hereby approves the easement agreement with the Secretary of the Army for the Maple Glen subdivision.

(Copy of easement available for review at the Sanitary Engineer’s Office until no longer of administrative value.)

Vote on Motion                      Mrs. Lewis              Aye              Mr. Merrell              Aye              Mr. Benton              Aye

**12**

**RESOLUTION NO. 18-886**

**IN THE MATTER OF ESTABLISHING THE MAINTENANCE ACCOUNT, APPROVING THE MAINTENANCE EASEMENTS AND CERTIFYING THE DRAINAGE MAINTENANCE ASSESSMENT COLLECTION PERCENTAGE FOR 2019 FOR THE HAVENS DRAINAGE IMPROVEMENT PROJECT:**

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following:

WHEREAS, the Delaware County Engineering Staff and the Soil and Water Conservation Staff recommend finalizing the construction assessments, establishing the Drainage Maintenance Account and approving the Drainage Maintenance Easements for the Havens Drainage Improvement Project; and

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WHEREAS, for the request to finalize the construction assessments (final schedule of assessments available in the Commissioners’ Office until no longer of administrative value), establish the Drainage Maintenance account for the referenced project, approve the Drainage Maintenance easements per Chapters 6131 and 6137 of the Revised Code, and certify the Drainage Maintenance assessment collection percentage for 2019, the following information may be used to initiate the account:

RE:	Havens
Account:	1814
Organization:	21911401
Amount:	\$9,500.00
2019 Collection:	3.0%

Maintenance Easement Description: (Map available at Engineer’s Office)  
Beginning on the south side of Peachblow Rd. at the right-of-way near the exit of the road culvert and extending downstream to the junction with the Peachblow Drainage Maintenance Project (ID #1209).

A to B:  
25 feet right of top of bank  
25 feet left of top of bank

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners establishes the Maintenance Account, approves the Maintenance Easements for the Havens Drainage Improvement Project, and certifies the drainage maintenance assessment collection percentage for 2019;

BE IT FURTHER RESOLVED that the Board of Commissioners will approve the final schedule of construction assessments (copy available in the Commissioners’ Office until no longer of administrative value) when the interest rate of the bond for the borrowing of money is determined;

BE IT FURTHER RESOLVED that the Commissioners’ Office will supply to the Auditor’s Office the final schedule of construction assessments after the bond is issued and the interest rates are determined for the assessments. Eight years shall be the period of time, in semi-annual installments, as taxes are paid, given the owners of land benefited to pay their assessments with the interest rate of the installment. As the project’s final cost is less than the estimate, those property owners who paid in advance are due a refund as shown on the proposed final schedule of assessments.

Vote on Motion                      Mrs. Lewis              Aye              Mr. Merrell              Aye              Mr. Benton              Aye

**13**  
**RESOLUTION NO. 18-887**

**IN THE MATTER OF APPROVING CONTRACT OF SALE AND PURCHASE FOR THE  
RETREAT CONDOMINIUM ASSOCIATION FOR THE PROJECT KNOWN AS DEL-CR-14-1.23:**

It was moved by Mrs. Lewis, seconded by Mr. Benton to approve the following:

Whereas, the County Engineer recommends approval of the Contract of Sale and Purchase for The Retreat Condominium Association for the project known as DEL-CR-14-1.23;

Now, Therefore, Be It Resolved that:

Section 1. The Delaware County Board of Commissioners approves the Contract of Sale and Purchase for The Retreat Condominium Association for the project known as DEL-CR-14-1.23 as follows:

**CONTRACT OF SALE AND PURCHASE  
VACANT LAND/IMPROVEMENTS**

**WITNESSETH:** On this 13<sup>th</sup> day of August, 2018, The Retreat Condominium Association, an Ohio nonprofit corporation, whose address is Vacant Land, Powell Road, Lewis Center, OH 43035, hereinafter, the SELLER, in consideration of the mutual promises, agreements, and covenants herein does hereby grant, remise, and sell to the Board of County Commissioners of Delaware County, Ohio, whose address is 101 North Sandusky Street, Delaware, Ohio 43015, hereinafter the PURCHASER, the following described common element areas (“PROPERTY”) for a Delaware County road project, DEL-CR14-1.23 (“The Project”), to wit:

See Attached Exhibit A (Property Description)  
2 SH, T, 19 SH-1, SH-2, CH-1, CH-2, SL, T-1, T-2  
DEL-CR14-1.23

By this reference, Exhibit A is incorporated herein and made a part hereof as if fully rewritten herein.

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**TERMS OF PURCHASE:**

1. PURCHASER promises and agrees to pay to the SELLER the total sum of \$124,684.10 which total sum to be paid the SELLER pursuant to this CONTRACT shall be in exchange and constitute the entire compensation for all of the following:
  - (A) Permanent easements for the parcels identified as 2-SH, 19-SH1, 19-SH2, 19-CH1, 19-CH2, 19-SL in the Right of Way for the Project;
  - (B) Temporary easements for the parcels identified as 2-T, 19-T-1, and 19-T2 for the Project;
  - (C) For damages to any residual lands of the SELLER;
  - (D) For SELLER's covenants herein; and
  - (E) For any supplemental instruments necessary for transfer of title.

It is understood and agreed that the SELLER is responsible for all delinquent taxes and assessments on the PROPERTY, including, but not limited to, penalties and interest and all other real estate taxes and assessments which are a lien on the PROPERTY on the date of closing. The current calendar year's taxes are to be prorated on an estimated basis to the date of acquisition of title or date of possession, whichever date is earlier. SELLER is also responsible for all future installments of special assessments levied and assessed against the PROPERTY, whether these special assessments have or have not been certified to the county auditor for collection, provided those installments are a lien on the PROPERTY at the date of transfer. The PURCHASER may hold in escrow a sufficient amount of the purchase money to satisfy the above items. Any balance remaining after taxes, assessments, etc. are discharged, shall be refunded to the SELLER and any deficiency shall be the responsibility of the SELLER.

2. Closing shall occur at a time and place agreed upon between the parties, but no later than 30 days after notification of the SELLER by the PURCHASER that PURCHASER is ready to close. The interests in the PROPERTY shall transfer from the SELLER to the PURCHASER and closing shall occur within ninety (90) days. This date by which transfer and closing must occur may be modified via a signed writing mutually agreed upon by all parties to this CONTRACT.
3. SELLER agrees to transfer, sell, and convey, upon the fulfillment of all the obligations and terms of this CONTRACT, to said PURCHASER, its successors and assigns, the PROPERTY, together with all the appurtenances and hereditaments thereunto belonging and improvements now located thereon and all fixtures of every nature now attached or used with said land and improvements.
4. SELLER further agrees to execute supplemental instruments necessary for the construction and maintenance over, across, and upon the PROPERTY, necessary for the road, street, and/or highway project for which the PROPERTY was acquired.
5. SELLER further agrees to assist wherever possible to procure, record, and deliver to the PURCHASER releases and cancellations of all interest in such title, including, but not limited to tenants, lessees or others now in possession, or in any manner occupying or having an interest in the PROPERTY, and all assessment claims against the PROPERTY.
6. Prior to acceptance by the PURCHASER, the execution of this CONTRACT by the SELLER shall constitute an offer to sell which shall continue for a period of twenty (20) days from the date of such execution. Upon acceptance of this CONTRACT by the PURCHASER within said period, it shall constitute a valid and binding CONTRACT of Sale and Purchase.
7. SELLER agrees that the PURCHASER may designate an escrow agent who shall act on behalf of both parties in connection with the consummation and closing of this CONTRACT.
8. SELLER also agrees that he will not destroy, change, alter, or damage the existing character of the PROPERTY and hereby agrees to indemnify the PURCHASER for any and all such damage, change, or alteration that occurs.
9. Until such time as the SELLER transfers the PROPERTY, the SELLER agrees to indemnify, save and hold the PURCHASER, and all of its officers, employees, agents, servants, representatives, and volunteers free and harmless from any and all claims of liability, whatever the source or nature, related to the SELLER's use and occupation of the PROPERTY and from any and all actions, claims, demands, judgments, damages, losses and expenses, including but not limited to attorney's fees, arising from any accident or occurrence related in any manner to the SELLER's use or occupation of the PROPERTY. The SELLER shall undertake to defend, at its own expense, any and all actions, claims, or demands brought against the PURCHASER or any of its officers, employees, agents, servants, representatives, and volunteers by reason of the things above specified, and to pay, settle, compromise and procure the discharge of any and all judgments, damages, losses and expenses, including but not limited to attorney's fees.

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- 10. The SELLER hereby acknowledges that the compensation or consideration specified in this CONTRACT represents and is the full and total amount of compensation and consideration that the SELLER will and is entitled to receive from the PURCHASER in exchange for, in relation to, and in connection with the transfer of the PROPERTY. The SELLER and the SELLER’s heirs, executors, administrators, successors, and assigns hereby forever release the PURCHASER from any and all claims for any damages, injuries, or any additional compensation or consideration than is expressly provided for in this CONTRACT. The SELLER hereby further forever releases the PURCHASER from any and all claims the SELLER, and the SELLER’s heirs, administrators, executors, successors, and assigns may make as related to the transfer of the PROPERTY, costs associated with the transfer of the PROPERTY, for any damage to any residue property as a result of the transfer, for any damage or injury suffered to the SELLER or the SELLER’s business as a result of relocating from the PROPERTY, for expenses related to the relocation of the SELLER, their family, and business, or any other cost, damage, or injury, whatever the source or nature, associated with or the result of the transfer of the PROPERTY.
- 11. This CONTRACT shall be binding upon the SELLER and the SELLER’s heirs, executors, administrators, successors and assigns, and shall inure to the benefit of the PURCHASER, its heirs, successors and assigns.
- 12. If any item, condition, portion, or section of this CONTRACT or the application thereof to any person, premises, or circumstance shall to any extent, be held to be invalid or unenforceable, the remainder hereof and the application of such term, condition, provision, or section to persons, premises, or circumstances other than those as to whom it shall be held invalid or unenforceable shall not be affected thereby, and this CONTRACT and all the terms, conditions, provisions, or sections hereof shall, in all other respects, continue to be effective and to be complied with.
- 13. This CONTRACT shall be governed by and interpreted in accordance with the laws of the State of Ohio. Any and all legal disputes arising from this CONTRACT shall be filed in and heard before the courts of Delaware County, Ohio.
- 14. This CONTRACT and its Attachments shall constitute the entire understanding and agreement between the SELLER and the PURCHASER, shall supersede all prior understandings and agreements relating to the subject matter hereof, and may only be amended in writing with the mutual consent and agreement of the parties.
- 15. This CONTRACT shall be deemed to have been drafted by both parties and no purposes of interpretation shall be made to the contrary.

All agreements of payment and performance on the part of the signatory(ies) for Seller shall be in agreements to pay and perform out of funds of The Retreat Condominium Association. No signatory for Seller assumes, nor shall he or she be under, any personal liability or obligation by reason of this CONTRACT, so long as he or she acts in good faith.

Section 2. The Board approves the Purchase Orders and Voucher for the above contract.

Vote on Motion            Mr. Merrell            Aye            Mr. Benton            Aye            Mrs. Lewis            Aye

**14**

**RESOLUTION NO. 18-888**

**IN THE MATTER OF APPROVING PLANS, SPECIFICATIONS, ESTIMATE AND SETTING THE BID DATE FOR THE PROJECT KNOWN AS DEL-CR 106-00.44, LEWIS CENTER ROAD AND NORTH ROAD IMPROVEMENTS:**

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following:

Whereas, Resolution Number 16-60 declared the necessity for the Improvement known as DEL-CR 106-00.44, Lewis Center Road and North Road Improvements; and

Whereas, the County Engineer has prepared plans, specifications and estimates for the Improvement; and

Whereas, the County Engineer has estimated the construction cost of the Improvement to be \$3,926,000.00;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that:

Section 1: The plans, specifications and estimate for the project known as DEL-CR 106-00.44, Lewis Center Road and North Road Improvements are hereby approved.

Section 2: The County Engineer is authorized to advertise for and receive bids on behalf of the Board in accordance with the following Invitation to Bid:

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Public Notice  
Advertisement for Bids

Bids shall be submitted electronically through the [www.bidexpress.com](http://www.bidexpress.com) webservice until 10:00 am on Tuesday, September 4, 2018, at which time they will be publicly received and read aloud, for the project known as:

**DEL-CR 106-00.44**  
**Lewis Center Road and North Road Improvements**

All proposals shall be submitted electrically through the web service [www.bidexpress.com](http://www.bidexpress.com). The bid shall be accompanied by a Bid Security in the form of a bid bond in the amount of one hundred percent (100%) of the bid or a certified check in the amount of ten percent (10%) of the bid. In addition to the Bid Security, a Performance Bond is required for this project in the amount of one hundred percent (100%) of the total project cost.

The Owner of the project is the Delaware County Board of Commissioners. Copies of the plans and specifications must be obtained from [www.bidexpress.com](http://www.bidexpress.com). All bidders must register and be a member of the web service to bid on the project.

This notice is posted on the Delaware County website at [www.co.delaware.oh.us](http://www.co.delaware.oh.us) and may be accessed by selecting "Public Notices and Bids"

The Owner requires that all work associated with the project be completed before October 1, 2019. The estimated commencement of work date is September 24, 2018.

This is a prevailing wage contract in accordance with Ohio Revised Code Chapter 4111 and the requirements of the Ohio Department of Commerce, Division of Labor and Worker Safety, Wage and Hour Bureau. Bidders shall comply with all applicable provisions.

No bids shall be withdrawn for a period of sixty (60) days after the opening thereof. Awarding of the contract shall be to the Lowest and Best bidder as determined by the Delaware County Board of Commissioners in the best interest of Delaware County. The Board reserves the right to reject any or all bids.

Delaware Gazette Advertisement Dates:  
August 17, 2018

Vote on Motion                      Mrs. Lewis              Aye              Mr. Benton              Aye              Mr. Merrell              Aye

**15**  
**RESOLUTION NO. 18-889**

**IN THE MATTER OF APPROVING BID SPECIFICATIONS AND SETTING BID OPENING DATE AND TIME FOR COUNTY PARKING LOT REPAIR PROJECT:**

It was moved by Mrs. Lewis, seconded by Mr. Benton to approve the following:

Whereas, the Delaware County Engineer recommends and approves the Bid Specifications and the Bid Opening Date and Time for County Parking Lot Repair Project;

Now, Therefore, Be It Resolved that the Board of Delaware County Commissioners approves the Bid Specifications and Bid Opening Date and Time for County Parking Lot Repair Project:

Public Notice  
Advertisement for Bids

Bids shall be submitted electronically through the [www.bidexpress.com](http://www.bidexpress.com) webservice until 10:00 am on Tuesday September 4, 2018, at which time they will be publicly received and read aloud, for the project known as:

**County Parking Lot Repair Project**

All proposals shall be submitted electrically through the web service [www.bidexpress.com](http://www.bidexpress.com). The bid shall be accompanied by a Bid Security in the form of a bid bond in the amount of one hundred percent (100%) of the bid or a certified check in the amount of ten percent (10%) of the bid. In addition to the Bid Security, a one (1) year Maintenance/Performance Bond is required for this project in the amount of one hundred percent (100%) of the total project cost.

**THE ENGINEER’S CONSTRUCTION ESTIMATE FOR THE PROJECT IS \$65,000. NO BIDS WILL BE ACCEPTED THAT EXCEED THE ENGINEER’S CONSTRUCTION ESTIMATE.**

The Owner of the project is the Delaware County Board of Commissioners. Copies of the plans and



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specifications must be obtained from [www.bidexpress.com](http://www.bidexpress.com). All bidders must register and be a member of the web service to bid on the project.

This notice is posted on the Delaware County website at [www.co.delaware.oh.us](http://www.co.delaware.oh.us) and may be accessed by selecting "Public Notices and Bids"

The Owner requires that all work associated with the project be completed before November 18, 2018. The estimated commencement of work date is September 24, 2018.

No bids shall be withdrawn for a period of sixty (60) days after the opening thereof. Awarding of the contract shall be to the Lowest and Best bidder as determined by the Delaware County Board of Commissioners in the best interest of Delaware County. The Board reserves the right to reject any or all bids.

Delaware Gazette Advertisement Dates: August 17, 2018

**LOCATION**

Parking Lots at the new County Courthouse and Hayes Building.

**PROJECT SCOPE**

Pavement Repair, crack sealing and resealing of the parking lots at the new County Courthouse and Hayes building, including re-stripping of parking stalls and two new handicap parking stalls at the new courthouse.

**ODOT SPECIFICATIONS**

The State of Ohio, Department of Transportation, Construction and Material Specifications, dated January 1, 2016 and the noted Proposal Notes, Special Provisions, Supplemental Specifications and Standard Construction Drawings shall govern this project unless otherwise directed by the Delaware County Engineer. Copies of the State of Ohio, Department of Transportation, Construction and Material Specifications may be purchased by contacting the Ohio Department of Transportation, Office of Contracts, 1980 West Broad Street, Columbus, Ohio 43223. Phone (614) 466-3778 or 3200: Customer Service.

Within the State of Ohio, Department of Transportation, Construction and Material Specification, wherever the word "State" occurs, it is to mean OWNER. Wherever the word "Department" occurs, it is to mean OWNER. Wherever the words "Director", "Deputy Director" or "Engineer" occur or any other reference to a State of Ohio employee, it is to mean DELAWARE COUNTY ENGINEER.

**CONTRACT SCHEDULE**

The Owner requires that all work associated with the project be completed on or before November 18, 2018. The estimated date of commencement is September 24, 2018.

**FUNDING**

The project is funded by Delaware County.

**OWNER**

The owner of the project is the Delaware County Board of Commissioners. The primary point of contact for the owner shall be:

Brian Dille  
Deputy Construction Engineer  
50 Channing Street  
Delaware, OH 43015  
Phone: (740) 833-2400  
Fax: (740) 833-2399

Vote on Motion            Mr. Benton            Aye            Mr. Merrell            Aye            Mrs. Lewis            Aye

**16**

**RESOLUTION NO. 18-890**

**IN THE MATTER OF APPROVING A DITCH MAINTENANCE PETITION AND THE DITCH MAINTENANCE ASSESSMENTS FOR HEATHER RIDGE SECTIONS 1 & 2:**

It was moved by Mrs. Lewis, seconded by Mr. Benton to approve the following:

WHEREAS, on August 13, 2018, a Ditch Maintenance Petition for Heather Ridge Sections 1 & 2 was filed with the Board of Commissioners of Delaware County (the "Board"); and

WHEREAS the Petition sets forth the drainage improvements that have been or will be constructed within Heather Ridge Sections 1 & 2 off of Hyatts Road in Concord Township; and

WHEREAS, the Petitioners have requested that the drainage improvements be accepted into the Delaware County Drainage Maintenance Program and that an annual maintenance assessment be collected with the Real

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Estate Taxes for the improvements in the subject lot to cover the cost of current and future maintenance of the improvements; and

WHEREAS, the Petitioners represent 100% of the property owners to be assessed for maintenance related to this drainage improvement and have waived their rights to a public viewing and hearing; and

WHEREAS, based on a review of the Petition and all accompanying documents, the Board has determined that the improvements satisfy all statutory criteria pursuant to Chapters 6131 and 6137 of the Revised Code and all criteria for acceptance into the Delaware County Drainage Maintenance Program;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Delaware County, Ohio:

Section 1. The Board hereby grants the Petition, the Board having found and determined that the improvements satisfy all statutory criteria pursuant to Chapters 6131 and 6137 of the Revised Code and all criteria for acceptance into the Delaware County Drainage Maintenance Program.

Section 2. The Board hereby approves the maintenance assessments, in accordance with the Petition, as follows:

The cost of the drainage improvements is \$733,540.73. The drainage improvements are being constructed for the benefit of the lot(s) being created in this subdivision. 75 lots are created in these plats and each lot received an equal share of the benefit (cost) of the project. The basis for calculating the assessment for each lot is therefore \$9,780.54 per lot. An annual maintenance fee equal to 2% of this basis (\$195.61) will be collected for each lot. The basis for calculating the maintenance assessment shall be reviewed and subject to revision every six (6) years. The first year's assessment for all the lots in the amount of \$14,670.75 has been paid to Delaware County, receipt of which is hereby acknowledged.

Section 3: This Board finds and determines that all formal actions taken by this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in said formal actions were in meetings open to the public, in compliance with the laws of the State of Ohio.

Vote on Motion                      Mr. Merrell              Aye              Mrs. Lewis              Aye              Mr. Benton              Aye

**17**

**RESOLUTION NO. 18-891**

**IN THE MATTER OF APPROVING RIGHT-OF-WAY WORK PERMIT SUMMARY SHEET:**

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following work permits:

Whereas the below requests to perform work within the right-of-way have been reviewed and approved by the Delaware County Engineer;

Now Therefore Be It Resolved, that the following permits are hereby approved by The Board of Delaware County Commissioners:

Permit #	Applicant	Location	Type of Work
U18-102	Spectrum	Adams Road	Road bore
U18-103	Consolidated Electric	Mills Road	Install new cable
U18-104	Spectrum	Stover Road	Place cable in ROW
U18-105	WOW	South Old State Road	Directional bore
U18-106	Suburban Natural Gas	Green Meadows Drive	Lay Gas Main
U18-107	Columbia Gas	Clarkshaw Moors Section 3	Install Gas Main
U18-108	Columbia Gas	Clarkshaw Moors Section 4	Install Gas Main
U18-109	Columbia Gas	Steitz Road	Relocate gas main
U18-110	AT&T	South Old 3 C Highway	Trench ,place buried cable & aerial cable and new poles

Vote on Motion                      Mrs. Lewis              Aye              Mr. Merrell              Aye              Mr. Benton              Aye

**18**

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RESOLUTION NO. 18-892

**IN THE MATTER OF ESTABLISHING MAINTENANCE BOND FOR CREEKSIDE INDUSTRIAL PARK:**

It was moved by Mrs. Lewis, seconded by Mr. Benton to approve the following:

WHEREAS, the roadway construction has been completed for the project known as Creekside Industrial Park (“Project”); and

WHEREAS, as the result of the Engineer’s recent field review of the Project, the Engineer has determined that only minor remedial work remains which can be accomplished during the subsequent one year maintenance period; and

WHEREAS, the Engineer recommends that in accordance with the Owner’s Agreement, the Maintenance Bonds be set at **\$292,800** (10% of the original construction estimate) and the Project be placed on the required one year maintenance period; and

WHEREAS, HIGHDEV II, LLC (“Owner”) has provided a Maintenance Bond in the amount of \$292,800 as surety to cover the one year maintenance period;

NOW, THEREFORE, BE IT RESOLVED that the Delaware County Board of Commissioners accepts the Maintenance Bond in the amount of \$292,800 for the Project and places the Project on the required one year maintenance period.

Vote on Motion                    Mr. Benton            Aye            Mr. Merrell            Aye            Mrs. Lewis            Aye

**19**

RESOLUTION NO. 18-893

**IN THE MATTER OF APPROVING THE PLATS OF SUBDIVISION FOR CREEKSIDE INDUSTRIAL PARK; NORTH ORANGE SECTION 1, PHASE 2, PART A, LOT 6257, DIVISION #1; GREEN MEADOWS CORPORATE PARK PHASE II, LOT 756, DIVISION 1; AND COTTAGES AT NORTHLAKE WOODS SOUTH, A RE-SUBDIVISION OF FOURWINDS DRIVE SECTION 2, LOT 1219, SECTION #1:**

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following:

**Creekside Industrial Park**

Whereas, HIGHDEV II, LLC has submitted the Plat of Subdivision (“Plat”) for Creekside Industrial Park, including related development plans (“Plans”) and requests approval thereof by the Board of Commissioners of Delaware County; and

Whereas, the Orange Township Zoning Officer has reviewed said Plat and Plans for conformance with Township Zoning Regulations and approved said Plat on March 23, 2018; and

Whereas, Del-Co Water Company has reviewed said Plat and Plans for conformation with its rules and regulations and approved said Plat on March 23, 2018; and

Whereas, the Delaware County Sanitary Engineer has reviewed said Plat and Plans for conformance with the Rules, Regulations, Standards and General Procedures Governing Sewerage in Delaware County and approved said Plat on April 2, 2018; and

Whereas, the Delaware County Engineer has reviewed said Plat and Plans for conformance with Delaware County Engineering and Surveying Standards and approved said Plat on April 4, 2018; and

Whereas, the Delaware County Regional Planning Commission has reviewed said Plat and Plans for conformance with Delaware County Subdivision Regulations and approved said Plat on April 30, 2018;

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners hereby approves the Plat of Subdivision for Creekside Industrial Park.

**Creekside Industrial Park**

Situated in the Township of Orange, County of Delaware, State of Ohio, and being part of Farm Lots 3, 4, 5, 20 and 21, Section 2, Township 3 North, Range 18 West, U.S Military Survey Lands, and being those lands conveyed to HIGHDEV II, LLC as described in Official Record 1107, Page 1865, Delaware County Recorder’s Office. Cost: \$24.

**North Orange Section 1, Phase 2, Part A, Lot 6257, Division #1**

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Whereas, North Orange Development, LLC has submitted the Plat of Subdivision (“Plat”) for North Orange Section 1, Phase 2, Part A, Lot 6257, Division #1, including related development plans (“Plans”) and requests approval thereof by the Board of Commissioners of Delaware County; and

Whereas, the Orange Township Zoning Officer has reviewed said Plat and Plans for conformance with Township Zoning Regulations and approved said Plat on July 2, 2018; and

Whereas, Del-Co Water Company has reviewed said Plat and Plans for conformation with its rules and regulations and approved said Plat on July 2, 2018; and

Whereas, the Delaware County Sanitary Engineer has reviewed said Plat and Plans for conformance with the Rules, Regulations, Standards and General Procedures Governing Sewerage in Delaware County and approved said Plat on July 3, 2018; and

Whereas, the Delaware County Engineer has reviewed said Plat and Plans for conformance with Delaware County Engineering and Surveying Standards and approved said Plat on July 13, 2018; and

Whereas, the Delaware County Regional Planning Commission has reviewed said Plat and Plans for conformance with Delaware County Subdivision Regulations and approved said Plat on July 27, 2018;

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners hereby approves the Plat of Subdivision for North Orange Section 1, Phase 2, Part A, Lot 6257, Division #1.

**North Orange Section 1, Phase 2, Part A, Lot 6257, Division #1**

Situated in the State of Ohio, County of Delaware, Township of Orange, being in Farm Lots 3 & 4, Section 2, Township 3, Range 18, United States Military Lands, being all of Lot 6257 (10.275 acres) of North Orange Section 1, Phase 2, Part A, as the same is numbered and delineated upon the recorded plat thereof of record in Plat Cabinet 3, Slide 303, as conveyed to North Orange Development LLC in Official Record 283, Page 912, Official Record 283, Page 916, Official Record 457, Page 2121, and Official Record 457, Page 2124. Cost: \$6.00.

**Green Meadows Corporate Park Phase II, Lot 756, Division #1**

Whereas, Venture Drive Properties, LLC has submitted the Plat of Subdivision (“Plat”) for Green Meadows Corporate Park Phase II, Lot 756, Division #1, including related development plans (“Plans”) and requests approval thereof by the Board of Commissioners of Delaware County; and

Whereas, the Orange Township Zoning Officer has reviewed said Plat and Plans for conformance with Township Zoning Regulations and approved said Plat on June 20, 2018; and

Whereas, the Delaware County Sanitary Engineer has reviewed said Plat and Plans for conformance with the Rules, Regulations, Standards and General Procedures Governing Sewerage in Delaware County and approved said Plat on July 11, 2018; and

Whereas, the Delaware County Engineer has reviewed said Plat and Plans for conformance with Delaware County Engineering and Surveying Standards and approved said Plat on July 11, 2018; and

Whereas, the Delaware County Regional Planning Commission has reviewed said Plat and Plans for conformance with Delaware County Subdivision Regulations and approved said Plat on July 27, 2018;

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners hereby approves the Plat of Subdivision for Green Meadows Corporate Park Phase II, Lot 756, Division #1.

**Green Meadows Corporate Park Phase II, Lot 756, Division #1**

Situated in the State of Ohio, County of Delaware, Township of Orange, being located in part of Farm Lot 6, Section 3, Quarter Township 3, Range 18, United States Military Lands, containing 2.335 acres of land, more or less, said 2.335 acres being all of Lot 756, as the same is numbered and delineated upon the record plat of Green Meadows Corporate Park Phase II, of record in Plat Book 18, Page 76, Recorder’s Office, Delaware County, Ohio. Cost: \$6.00

**Cottages at Northlake Woods South, a Re-subdivision of Fourwinds Drive Section 2, Lot 1219, Division #1**

Whereas, Schottenstein Homes, LLC has submitted the Plat of Subdivision (“Plat”) for Cottages at Northlake Woods South, a re-subdivision of Fourwinds Drive Section 2, Lot 1219, Division #1, including related development plans (“Plans”) and requests approval thereof by the Board of Commissioners of Delaware County; and

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Whereas, the Berlin Township Zoning Officer has reviewed said Plat and Plans for conformance with Township Zoning Regulations and approved said Plat on May 22, 2018; and

Whereas, the Berkshire Township Zoning Officer has reviewed said Plat and Plans for conformance with Township Zoning Regulations and approved said Plat on May 23, 2018; and

Whereas, Del-Co Water Company has reviewed said Plat and Plans for conformation with its rules and regulations and approved said Plat on May 23, 2018; and

Whereas, the Delaware County Sanitary Engineer has reviewed said Plat and Plans for conformance with the Rules, Regulations, Standards and General Procedures Governing Sewerage in Delaware County and approved said Plat on May 24, 2018; and

Whereas, the Delaware County Engineer has reviewed said Plat and Plans for conformance with Delaware County Engineering and Surveying Standards and approved said Plat on July 18, 2018; and

Whereas, the Delaware County Regional Planning Commission has reviewed said Plat and Plans for conformance with Delaware County Subdivision Regulations and approved said Plat on July 27, 2018;

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners hereby approves the Plat of Subdivision for Cottages at Northlake Woods South, a Re-subdivision of Fourwinds Drive Section 2, Lot 1219, Division #1.

**Cottages at Northlake Woods South, a Re-subdivision of Fourwinds Drive Section 2, Lot 1219, Division #1**

Situated in the State of Ohio, County of Delaware, Township of Berkshire and Berlin, Farms Lots 3 and 4, Section 2, Township 4, Range 17, United States Military Lands, being 16.518 acres of land all out of Lot 1219 of the plat entitled Fourwinds Drive Section 2, of Record in Official Record 1551, Page 1924, and in Plat Cabinet 4, Slide 53, and conveyed to Schottenstein Homes, LLC by deed of record in Deed Book 1557, Page 985, being of record in the Recorder’s Office, Delaware County, Ohio. Cost: \$171.

Vote on Motion                    Mr. Merrell            Aye            Mr. Benton            Aye            Mrs. Lewis            Aye

**20**

**RESOLUTION NO. 18-894**

**A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$78,600 FOR THE PURPOSE OF PAYING THE PROPERTY OWNERS’ PORTION, IN ANTICIPATION OF THE COLLECTION OF SPECIAL ASSESSMENTS, OF THE COST OF IMPROVING THE HAVEN’S 503 DITCH BETWEEN CERTAIN TERMINI BY ACQUIRING ANY REQUIRED INTERESTS IN REAL PROPERTY, CLEARING OBSTRUCTIONS, DEEPENING, WIDENING, RESHAPING, STRAIGHTENING, TILING, SEEDING, CONTROLLING EROSION, AND OTHERWISE IMPROVING THE SAME, TOGETHER WITH ALL NECESSARY APPURTENANCES THERETO.**

It was moved by Mrs. Lewis, seconded by Mr. Benton to approve the following:

WHEREAS, this Board has previously, by Resolution No. 17-455 adopted on May 1, 2017 (the “Resolution of Necessity”), declared the necessity of the improvements described therein and determined to proceed with the Improvement described in Section 2; and

WHEREAS, this Board has requested that the County Auditor, as fiscal officer of this County, certify the estimated life or period of usefulness of the Improvement described 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 described in Section 2 is at least five (5) years and that the maximum maturity of the Bonds to be issued for the purpose described in Section 2 is eight (8) years;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Delaware, 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 minimum denominations or any integral multiple in excess thereof as set forth in the Certificate of Award.

“Bond Proceedings” means, collectively, this Resolution, the Certificate of Award and such other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of

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holders 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 the County Auditor or the Original Purchaser, as designated by the County Administrator in the Certificate of Award and determined to be in the best financial interest of the County, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds and until appointment of a successor Bond Registrar and, thereafter, “*Bond Registrar*” shall mean the successor Bond Registrar.

“*Bonds*” shall have the meaning set forth in Section 2.

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

“*Clerk*” means the Clerk of the Board of County Commissioners or any person serving in an interim or acting capacity with respect to that office.

“*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 the County of Delaware, Ohio.

“*County Administrator*” means the County Administrator of the County or any person serving in an interim or acting capacity with respect to that office.

“*County Auditor*” means the County Auditor of the County or any person serving in an interim or acting capacity with respect to that office.

“*Financing Costs*” shall have the meaning given in Section 133.01 of the Ohio Revised Code.

“*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.

“*Principal Payment Dates*” means December 1 in each of the years from and including 2019 to and including 2026.

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

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 \$78,600 (the “*Bonds*”) for the purpose of paying the property owners’ portion, in anticipation of the collection of special assessments, of the cost of improving the Haven’s 503 Ditch between certain termini by acquiring any required interests in real property, clearing obstructions, deepening, widening, reshaping, straightening, tiling, seeding, controlling erosion, and otherwise improving the same, together with all necessary appurtenances thereto (the “*Improvement*”), all as provided for in the Resolution of Necessity. 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 authorized in this Section 2 and shall be an amount determined by the County Administrator 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 the Improvement, the estimates of the Financing Costs and the interest rates on the Bonds.

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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, fees and expenses of any paying agent and rating agency, any fees or premiums relating to municipal bond insurance or other security arrangements determined necessary by the County Auditor, and all other Financing Costs and costs incurred incidental to those purposes. The Certificate of Award 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) or 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 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. If requested by the Original Purchaser, the County Administrator is hereby authorized to prepare one bond representing the aggregate principal amount of Bonds maturing on all of the Principal Payment Dates, all as set forth in the Certificate of Award.

(a) Interest Rates and Payment Dates. The Bonds shall bear interest at the rate or rates per year and computed on the basis as shall be determined by the County Administrator, subject to subsection (c) of this Section 3, 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 Administrator, subject to subsection (c) of this Section 3, in the Certificate of Award, which determination shall be in the best interest of and financially advantageous to the County.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other fiscal year. 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 4.00% per year.

(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 the Bonds shall be payable when due upon presentation and surrender of the Bonds at the main office of the Bond Registrar; *provided, however*, to the extent that the Bonds are represented by a single Term Bond as permitted by this Section 3, principal of the Bonds which is redeemed pursuant to a Mandatory Sinking Fund Redemption Requirement shall be payable when due without prior presentation or surrender of the Bond but redemption of such principal shall be duly endorsed on the Bond Register, and in the case of the final principal payment due hereunder, surrender of the Bond at the main office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15<sup>th</sup> day of the calendar month next preceding that Interest Payment Date.

(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

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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 45<sup>th</sup> day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County 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 Authorized Denominations, 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 passage of an ordinance or 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 Authorized Denominations, 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 the Authorized Denominations are then outstanding, each Authorized Denomination unit of principal thereof shall be treated as if it were a separate Bond of the Authorized Denomination. If it is determined that one or more, but not all, of the Authorized Denomination units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of an Authorized Denomination 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 Authorized Denomination 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



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prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15<sup>th</sup> day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of Section 3(d), 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 Administrator, shall be numbered as determined by the County Administrator in order to distinguish each Bond from any other Bond and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The County Administrator is hereby authorized to designate in the Certificate of Award the County Auditor or a bank or trust company authorized to do business in the State of Ohio to act as the initial Bond Registrar. The County Auditor shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Certificate of Award, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Certificate of Award, 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.

(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 main office. Subject to the provisions of Section 3(d), 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 5. 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 main 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 main 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

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Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

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

Section 6. Sale of the Bonds to the Original Purchaser. The Bonds shall be sold at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the County Administrator in the Certificate of Award, plus accrued interest on the Bonds from their date to the Closing Date, and shall be awarded by the County Administrator with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law and the provisions of this Resolution. The County Administrator is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the 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 Administrator shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price.

The County Commissioners, or any of them, the County Auditor, the County Prosecutor, the County Treasurer, the County Administrator, the Clerk and other County officials, as appropriate, are each 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. Provision 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.

All special assessments collected for the Improvement described in Section 2 and any unexpended balance remaining in the improvement fund after the cost and expenses of the Improvement have been paid shall be used for the payment of the debt charges on the Bonds until paid in full. In each year to the extent the income from the levy of the special assessments for the improvement is available for the payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

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.

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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.

**Section 9. Rating; Bond Insurance and Financing Costs.**

(a) 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 Certificate of Award, 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.

(b) Financing Costs. The expenditure of the amounts necessary to pay any Financing Costs in connection with the Bonds, to the extent not paid by the Original Purchaser in accordance with the Certificate of Award, 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. Bond Counsel.** The legal services of the law firm of Squire Patton Boggs (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, all as set forth in the form of engagement letter from that firm which is now on file in the office of the Clerk. 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. The amounts necessary to pay those fees and any reimbursement are hereby appropriated from the proceeds of the Bonds, if available, and otherwise from available moneys in the General Fund.

**Section 11. Certification and Delivery of Resolution and Certificate of Award.** The Clerk is directed to promptly deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Auditor.

**Section 12. Satisfaction of Conditions for Bond Issuance.** This Board determines that all acts and conditions necessary to be done or 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 and the Certificate of Award.

**Section 13. 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 any of its committees, and that all deliberations of this Board and of

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

Upon roll call on the adoption of the Resolution, the vote was as follows:

Vote on Motion	Mr. Benton	Aye	Mr. Merrell	Aye	Mrs. Lewis	Aye
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**RESOLUTION NO. 18-895**

**A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$130,100 FOR THE PURPOSE OF PAYING THE PROPERTY OWNERS' PORTION, IN ANTICIPATION OF THE COLLECTION OF SPECIAL ASSESSMENTS, OF THE COST OF IMPROVING THE LATERAL #2 OF THE SCOTT #604 WATERSHED DITCH BETWEEN CERTAIN TERMINI BY ACQUIRING ANY REQUIRED INTERESTS IN REAL PROPERTY, CLEARING OBSTRUCTIONS, DEEPENING, WIDENING, RESHAPING, STRAIGHTENING, TILING, SEEDING, CONTROLLING EROSION, AND OTHERWISE IMPROVING THE SAME, TOGETHER WITH ALL NECESSARY APPURTENANCES THERETO.**

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following:

WHEREAS, this Board has previously, by Resolution No. 17-157 adopted on February 13, 2017 (the "*Resolution of Necessity*"), declared the necessity of the improvements described therein and determined to proceed with the Improvement described in Section 2; and

WHEREAS, this Board has requested that the County Auditor, as fiscal officer of this County, certify the estimated life or period of usefulness of the Improvement described 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 described in Section 2 is at least five (5) years and that the maximum maturity of the Bonds to be issued for the purpose described in Section 2 is eight (8) years;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Delaware, 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 minimum denominations or any integral multiple in excess thereof as set forth in the Certificate of Award.

"*Bond Proceedings*" means, collectively, this Resolution, the Certificate of Award and such other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders 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 the County Auditor or the Original Purchaser, as designated by the County Administrator in the Certificate of Award and determined to be in the best financial interest of the County, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds and until appointment of a successor Bond Registrar and, thereafter, "*Bond Registrar*" shall mean the successor Bond Registrar.

"*Bonds*" shall have the meaning set forth in Section 2.

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

"*Clerk*" means the Clerk of the Board of County Commissioners or any person serving in an interim or acting capacity with respect to that office.

"*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

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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 the County of Delaware, Ohio.

“*County Administrator*” means the County Administrator of the County or any person serving in an interim or acting capacity with respect to that office.

“*County Auditor*” means the County Auditor of the County or any person serving in an interim or acting capacity with respect to that office.

“*Financing Costs*” shall have the meaning given in Section 133.01 of the Ohio Revised Code.

“*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.

“*Principal Payment Dates*” means December 1 in each of the years from and including 2019 to and including 2026.

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

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 \$130,100 (the “*Bonds*”) for the purpose of paying the property owners’ portion, in anticipation of the collection of special assessments, of the cost of improving the Lateral #2 of the Scott #604 Watershed Ditch between certain termini by acquiring any required interests in real property, clearing obstructions, deepening, widening, reshaping, straightening, tiling, seeding, controlling erosion, and otherwise improving the same, together with all necessary appurtenances thereto (the “*Improvement*”), all as provided for in the Resolution of Necessity. 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 authorized in this Section 2 and shall be an amount determined by the County Administrator 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 the Improvement, the estimates of the Financing Costs and the interest rates on the Bonds.

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, fees and expenses of any paying agent and rating agency, any fees or premiums relating to municipal bond insurance or other security arrangements determined necessary by the County Auditor, and all other Financing Costs and costs incurred incidental to those purposes. The Certificate of Award 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) or 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 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. If requested by the Original Purchaser, the County Administrator is hereby authorized to prepare one bond representing the aggregate principal amount of Bonds maturing on all of the Principal Payment Dates, all as set forth in the Certificate of Award.

(a) Interest Rates and Payment Dates. The Bonds shall bear interest at the rate or rates per year and computed on the basis as shall be determined by the County Administrator, subject to subsection (c) of this Section

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3, 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 Administrator, subject to subsection (c) of this Section 3, in the Certificate of Award, which determination shall be in the best interest of and financially advantageous to the County.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other fiscal year. 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 4.00% per year.

(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 the Bonds shall be payable when due upon presentation and surrender of the Bonds at the main office of the Bond Registrar; *provided, however*, to the extent that the Bonds are represented by a single Term Bond as permitted by this Section 3, principal of the Bonds which is redeemed pursuant to a Mandatory Sinking Fund Redemption Requirement shall be payable when due without prior presentation or surrender of the Bond but redemption of such principal shall be duly endorsed on the Bond Register, and in the case of the final principal payment due hereunder, surrender of the Bond at the main office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15<sup>th</sup> day of the calendar month next preceding that Interest Payment Date.

(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 45<sup>th</sup> day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County 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

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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 Authorized Denominations, 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 passage of an ordinance or 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 Authorized Denominations, 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 the Authorized Denominations are then outstanding, each Authorized Denomination unit of principal thereof shall be treated as if it were a separate Bond of the Authorized Denomination. If it is determined that one or more, but not all, of the Authorized Denomination units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of an Authorized Denomination 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 Authorized Denomination 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 15<sup>th</sup> day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of Section 3(d), 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

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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 Administrator, shall be numbered as determined by the County Administrator in order to distinguish each Bond from any other Bond and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The County Administrator is hereby authorized to designate in the Certificate of Award the County Auditor or a bank or trust company authorized to do business in the State of Ohio to act as the initial Bond Registrar. The County Auditor shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Certificate of Award, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Certificate of Award, 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.

(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 main office. Subject to the provisions of Section 3(d), 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 5. 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 main 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 main office of the Bond Registrar together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

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

Section 6. Sale of the Bonds to the Original Purchaser. The Bonds shall be sold at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the County Administrator in the Certificate of Award, plus accrued interest on the Bonds from their date to the Closing Date, and shall be awarded by the County Administrator with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law and the provisions of this Resolution. The County Administrator is authorized, if it is determined to be in the best



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

The County Commissioners, or any of them, the County Auditor, the County Prosecutor, the County Treasurer, the County Administrator, the Clerk and other County officials, as appropriate, are each 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. Provision 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.

All special assessments collected for the Improvement described in Section 2 and any unexpended balance remaining in the improvement fund after the cost and expenses of the Improvement have been paid shall be used for the payment of the debt charges on the Bonds until paid in full. In each year to the extent the income from the levy of the special assessments for the improvement is available for the payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

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.

Section 9. Rating; Bond Insurance and Financing Costs.

(a) Application for Rating or Bond Insurance. If, in the judgment of the County Auditor, the filing

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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 Certificate of Award, 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.

(b) Financing Costs. The expenditure of the amounts necessary to pay any Financing Costs in connection with the Bonds, to the extent not paid by the Original Purchaser in accordance with the Certificate of Award, 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. Bond Counsel. The legal services of the law firm of Squire Patton Boggs (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, all as set forth in the form of engagement letter from that firm which is now on file in the office of the Clerk. 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. The amounts necessary to pay those fees and any reimbursement are hereby appropriated from the proceeds of the Bonds, if available, and otherwise from available moneys in the General Fund.

Section 11. Certification and Delivery of Resolution and Certificate of Award. The Clerk is directed to promptly deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Auditor.

Section 12. Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be done or 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 and the Certificate of Award.

Section 13. 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 any of its committees, and that all deliberations of this Board and of 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 14. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

Upon roll call on the adoption of the Resolution, the vote was as follows:

Vote on Motion	Mr. Merrell	Aye	Mr. Benton	Aye	Mrs. Lewis	Aye
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**RESOLUTION NO. 18-896**

**A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$91,700 FOR THE PURPOSE OF PAYING THE PROPERTY OWNERS' PORTION, IN ANTICIPATION OF THE COLLECTION OF SPECIAL ASSESSMENTS, OF THE COST OF IMPROVING THE WINDING CREEK ESTATES SECTION 4 SUBDIVISION WATERSHED AREA BETWEEN CERTAIN TERMINI BY ACQUIRING ANY REQUIRED INTERESTS IN REAL PROPERTY, CLEARING OBSTRUCTIONS, DEEPENING, WIDENING, RESHAPING, STRAIGHTENING, TILING, SEEDING, CONTROLLING EROSION, AND OTHERWISE IMPROVING THE SAME, TOGETHER WITH ALL NECESSARY APPURTENANCES THERETO.**

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It was moved by Mrs. Lewis, seconded by Mr. Benton to approve the following:

WHEREAS, this Board has previously, by Resolution No. 16-705 adopted on July 18, 2016 (the “*Resolution of Necessity*”), declared the necessity of the improvements described therein and determined to proceed with the Improvement described in Section 2; and

WHEREAS, this Board has requested that the County Auditor, as fiscal officer of this County, certify the estimated life or period of usefulness of the Improvement described 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 described in Section 2 is at least five (5) years and that the maximum maturity of the Bonds to be issued for the purpose described in Section 2 is eight (8) years;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Delaware, 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 minimum denominations or any integral multiple in excess thereof as set forth in the Certificate of Award.

“*Bond Proceedings*” means, collectively, this Resolution, the Certificate of Award and such other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders 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 the County Auditor or the Original Purchaser, as designated by the County Administrator in the Certificate of Award and determined to be in the best financial interest of the County, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds and until appointment of a successor Bond Registrar and, thereafter, “*Bond Registrar*” shall mean the successor Bond Registrar.

“*Bonds*” shall have the meaning set forth in Section 2.

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

“*Clerk*” means the Clerk of the Board of County Commissioners or any person serving in an interim or acting capacity with respect to that office.

“*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 the County of Delaware, Ohio.

“*County Administrator*” means the County Administrator of the County or any person serving in an interim or acting capacity with respect to that office.

“*County Auditor*” means the County Auditor of the County or any person serving in an interim or acting capacity with respect to that office.

“*Financing Costs*” shall have the meaning given in Section 133.01 of the Ohio Revised Code.

“*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.

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“*Principal Payment Dates*” means December 1 in each of the years from and including 2019 to and including 2026.

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

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 \$91,700 (the “*Bonds*”) for the purpose of paying the property owners’ portion, in anticipation of the collection of special assessments, of the cost of improving the Winding Creek Estates Section 4 Subdivision Watershed Area between certain termini by acquiring any required interests in real property, clearing obstructions, deepening, widening, reshaping, straightening, tiling, seeding, controlling erosion, and otherwise improving the same, together with all necessary appurtenances thereto (the “*Improvement*”), all as provided for in the Resolution of Necessity. 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 authorized in this Section 2 and shall be an amount determined by the County Administrator 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 the Improvement, the estimates of the Financing Costs and the interest rates on the Bonds.

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, fees and expenses of any paying agent and rating agency, any fees or premiums relating to municipal bond insurance or other security arrangements determined necessary by the County Auditor, and all other Financing Costs and costs incurred incidental to those purposes. The Certificate of Award 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) or 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 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. If requested by the Original Purchaser, the County Administrator is hereby authorized to prepare one bond representing the aggregate principal amount of Bonds maturing on all of the Principal Payment Dates, all as set forth in the Certificate of Award.

(a) Interest Rates and Payment Dates. The Bonds shall bear interest at the rate or rates per year and computed on the basis as shall be determined by the County Administrator, subject to subsection (c) of this Section 3, 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 Administrator, subject to subsection (c) of this Section 3, in the Certificate of Award, which determination shall be in the best interest of and financially advantageous to the County.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other fiscal year. 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 4.00% per year.

(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 the Bonds shall be payable when due upon presentation and surrender of the Bonds at the main office of the Bond Registrar; *provided, however*, to the extent that the Bonds are represented by a single Term Bond as permitted by this Section 3, principal of the Bonds which is redeemed pursuant to a Mandatory Sinking Fund Redemption

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Requirement shall be payable when due without prior presentation or surrender of the Bond but redemption of such principal shall be duly endorsed on the Bond Register, and in the case of the final principal payment due hereunder, surrender of the Bond at the main office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15<sup>th</sup> day of the calendar month next preceding that Interest Payment Date.

(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 45<sup>th</sup> day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County 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 Authorized Denominations, 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 passage of an ordinance or 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.

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(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 Authorized Denominations, 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 the Authorized Denominations are then outstanding, each Authorized Denomination unit of principal thereof shall be treated as if it were a separate Bond of the Authorized Denomination. If it is determined that one or more, but not all, of the Authorized Denomination units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of an Authorized Denomination 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 Authorized Denomination 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 15<sup>th</sup> day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of Section 3(d), 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 Administrator, shall be numbered as determined by the County Administrator in order to distinguish each Bond from any other Bond and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The County Administrator is hereby authorized to designate in the Certificate of Award the County Auditor or a bank or trust company authorized to do business in the State of Ohio to act as the initial Bond Registrar. The County Auditor shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Certificate of Award, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Certificate of Award, 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

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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.

(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 main office. Subject to the provisions of Section 3(d), 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 5. 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 main 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 main office of the Bond Registrar together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

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

Section 6. Sale of the Bonds to the Original Purchaser. The Bonds shall be sold at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the County Administrator in the Certificate of Award, plus accrued interest on the Bonds from their date to the Closing Date, and shall be awarded by the County Administrator with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law and the provisions of this Resolution. The County Administrator is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the 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 Administrator shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price.

The County Commissioners, or any of them, the County Auditor, the County Prosecutor, the County Treasurer, the County Administrator, the Clerk and other County officials, as appropriate, are each 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. Provision 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.

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All special assessments collected for the Improvement described in Section 2 and any unexpended balance remaining in the improvement fund after the cost and expenses of the Improvement have been paid shall be used for the payment of the debt charges on the Bonds until paid in full. In each year to the extent the income from the levy of the special assessments for the improvement is available for the payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

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.

Section 9. Rating: Bond Insurance and Financing Costs.

(a) 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 Certificate of Award, 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.

(b) Financing Costs. The expenditure of the amounts necessary to pay any Financing Costs in connection with the Bonds, to the extent not paid by the Original Purchaser in accordance with the Certificate of Award, 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. Bond Counsel. The legal services of the law firm of Squire Patton Boggs (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, all as set forth in the form of engagement letter from that firm which is now on file in the office of the Clerk. 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,



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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. The amounts necessary to pay those fees and any reimbursement are hereby appropriated from the proceeds of the Bonds, if available, and otherwise from available moneys in the General Fund.

Section 11. Certification and Delivery of Resolution and Certificate of Award. The Clerk is directed to promptly deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Auditor.

Section 12. Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be done or 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 and the Certificate of Award.

Section 13. 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 any of its committees, and that all deliberations of this Board and of 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 14. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

Upon roll call on the adoption of the Resolution, the vote was as follows:

Vote on Motion                      Mrs. Lewis      Aye                      Mr. Benton      Aye                      Mr. Merrell      Aye

**6  
DISCUSSION/PRESENTATION:  
DELAWARE NOW (US 23 MASTER PLAN)**

**23  
ADMINISTRATOR REPORTS**  
Mike Frommer, County Administrator  
-Tomorrow will be presenting the Transportation Master Plan, along with Tiffany Maag, to DKMM.

**24  
COMMISSIONERS' COMMITTEES REPORTS**  
Commissioner Lewis  
-Looking forward to the DKMM meeting tomorrow

Commissioner Benton  
-Stated he thought the Transportation Plan is a good strategic plan.  
-Will be attending the CCAO Taxation & Finance committee meeting Wednesday.

Commissioner Merrell  
-After executive session, we will recess for a 1:30 viewing for the English #346 drainage maintenance petition.

**25  
RESOLUTION NO. 18-897**

**IN THE MATTER OF ADJOURNING INTO EXECUTIVE SESSION FOR CONSIDERATION OF EMPLOYMENT; COMPENSATION OF A PUBLIC EMPLOYEE OR PUBLIC OFFICIAL; TO CONSIDER THE SALE OF PROPERTY AT COMPETITIVE BIDDING; FOR COLLECTIVE BARGAINING:**

It was moved by Mr. Benton, seconded by Mrs. Lewis to approve the following:

WHEREAS, pursuant to section 121.22(G) of the Revised Code, a public body may hold an executive session only after a majority of a quorum of the public body determines, by a roll call vote, to hold an executive session and only at a regular or special meeting for the sole purpose of the consideration of any of the matters specified in section 121.22(G)(1)-(7) of the Revised Code; and

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

Section 1. The Board hereby adjourns into executive session for consideration of employment; compensation of a public employee or public official; to consider the sale of property at competitive bidding; for collective bargaining.

Vote on Motion            Mr. Merrell      Aye      Mrs. Lewis      Aye      Mr. Benton      Aye

**RESOLUTION NO. 18-898**

**IN THE MATTER OF ADJOURNING OUT OF EXECUTIVE SESSION:**

It was moved by Mr. Benton, seconded by Mrs. Lewis to adjourn out of Executive Session.

Vote on Motion            Mr. Benton      Aye      Mr. Merrell      Absent      Mrs. Lewis      Aye

\*Commissioner Merrell did not return to the Hearing Room after Executive Session.

**26**

**1:30P.M. VIEWING FOR CONSIDERATION OF THE ENGLISH 346 WATERSHED DRAINAGE IMPROVEMENT PETITION**

(With The Use Of Video Technology At The Office Of The Board Of County Commissioners, 101 North Sandusky Street Delaware, Ohio)

There being no further business, the meeting adjourned.

\_\_\_\_\_  
Gary Merrell

\_\_\_\_\_  
Barb Lewis

\_\_\_\_\_  
Jeff Benton

\_\_\_\_\_  
Jennifer Walraven, Clerk to the Commissioners