

## Minutes for Thursday, May 19, 2016

Mr. Schroeder moved to approve the minutes from Tuesday, May 17, 2016.

Mr. Love seconded the motion.

Vote: Mr. Jerwers yes                      Mr. Love yes                      Mr. Schroeder yes

Mr. Jerwers moved the adoption of the following resolution:

**WHEREAS**, the Engineer, Michael L. Lenhart, has deemed necessary to advertise for sealed bids for the 2016 County Paving Program;

Now therefore, be it

**RESOLVED**, The Board of Commissioners will receive sealed bids for the 2016 County Paving Program on Thursday, June 16, 2016 at 10:30 a.m.;

And be it further

**RESOLVED**, specifications are on file in the Putnam County Engineer's Office and may be obtained by contacting the Engineer's Office between 8:30 a.m. and 4:30 p.m. Monday through Friday, or by logging onto <http://www.putnamcountyohio.gov/ElectedOfficials/Engineer/BidOpportunities.aspx> and downloading the Bid Document. Each bid shall contain the full name and correct address of every person, firm or company interested in the same and should be accompanied by a certified check or cashier's check upon a solvent bank in the amount of ten (10%) percent of the bid, payable to the Board of County Commissioners, or a bond executed by a surety company authorized to do business in Ohio, for a sum equal to the amount of the bid submitted, as guarantee that, if the bid is accepted, a contract will be entered into and its performance properly secured;

And be it further

**RESOLVED**, The Board of County Commissioners reserves the right to reject any or all bids submitted.

Mr. Schroeder seconded the motion

Vote: Mr. Jerwers yes                      Mr. Love yes                      Mr. Schroeder yes

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Mr. Jerwers moved the adoption of the following Resolution:

**WHEREAS**, Section 323.121 of the Ohio Revised Code provides that the County Commissioners may extend the payment of taxes for not more than thirty (30) days after the time fixed by law.

now therefore, be it

**RESOLVED**, That the payment of June taxes be extended from June 20, 2016

until July 20, 2016.

Mr. Schroeder                      seconded the motion

Vote: Mr. Jerwers yes              Mr. Love yes              Mr. Schroeder yes

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Mr. Jerwers moved the adoption of the following Resolution:

BE IT RESOLVED, By the Board of County Commissioners of Putnam, Ohio, that to provide for the unanticipated revenues for the fiscal year ending December 31, 2016, the following sums be and the same are hereby appropriated for the purpose for which expenditures are to be made during the fiscal year as follows:

Fund 085, CDBG

T 7B, CHIP Administration Costs.....\$5,000.00

Mr. Schroeder                      seconded the motion

Vote: Mr. Jerwers yes              Mr. Love yes              Mr. Schroeder yes

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**Now and Then Purchase Orders.....**

**Capital Improvements.....**purchase order 31686

Mr. Love moved to approve the now and then purchase orders

Mr. Jerwers                      seconded the motion

Vote: Mr. Jerwers yes              Mr. Love yes              Mr. Schroeder yes

Exceptions: Mr. Jerwers none      Mr. Schroeder none      Mr. Love none

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**Purchase orders and Travel Requests.....**

**Dog & Kennel.....**purchase order to Ruhe Asphalt for resurface dog shelter parking lot for \$215.00.

**Solid Waste Dist. Disp. Fee.....** Purchase order to SWANA for Ohio Buckeye Chapter membership 6/1/16-5/31/17 for \$27.00.

**Veteran Service Commission.....**Travel request for Ken Dunstan to attend OSACVCS new commissioner training in Gahanna June 18, 2016 with purchase order foe mileage and meals for \$150.95.

**CDBG.....**purchase order to Putnam County Council on Aging for senior expo booth for Fair Housing for \$30.00.

**Airport Operations.....**Purchase order to Brickner Construction for roof repair at the airport Hangar 1&2 sheeting replaced. For \$600.00.

Mr. Jerwers moved to approve the purchase orders and travel requests.

Mr. Schroeder seconded the motion

Vote: Mr. Jerwers yes            Mr. Love yes            Mr. Schroeder yes

Exceptions: Mr. Jerwers none    Mr. Love none    Mr. Schroeder none

**8:30 a.m.**

Commissioners Love and Schroeder arrived at the office.

**8:45 a.m.**

Commissioners Jerwers arrived at the office.

**10:00 a.m.**

The business agenda was held in the Commissioners' office with Commissioners Jerwers, Love and Schroeder; Jack Betscher, Administrator; Cindy Landwehr, Clerk.

**10:30 a.m.**

WLIO news crew came in to interview Commissioner Schroeder.

**11:00 a.m.**

Commissioners Schroeder, Love and Jerwers held a conference call with Joint County Board of Commissioners with Allen, Auglaize, Hancock, Hardin and Putnam to open bids for to the Ottawa River Stream Enhancement Project at a cost not to exceed \$130,000.00.

Bids were received as follows:

<u>Bidder</u>	<u>Amount</u>	<u>Bid bond included</u>
Rahrig Tree	\$91,540	x
Turf Concepts	\$110,450	x
Tawa Tree Service	\$98,483	x
H & H Land Clearing	\$146,710.	x

Mr. Jerwers moved to table bids for consideration and review.

Mr. Rogers seconded the motion.

All in favor, motion carried.

**11:30 a.m.**

Commissioner Jerwers left for the day.

**11:45 a.m.**

Commissioners Schroeder and Love left for lunch.

**12:30 p.m.**

Commissioners Schroeder and Love returned from lunch.

**2:00 p.m.**

Commissioners Schroeder and Love attended the bond hearing for The Leipsic Community Center.

**3:00 p.m.**

Marc Kamer with Dinsmore (bond counsel), Brent Gibson and Karl Simon, Leipsic United Methodist Church met with Commissioners Schroeder and Love to present the Resolution authorizing the issuance and sale of Economic Development Facilities Revenue Bonds, series 2016 (Leipsic Community Center Project) of the County of Putnam, Ohio in a principal amount not to exceed \$4,000,000. Authorizing the execution and delivery of a loan agreement in connection therewith authorizing the execution and delivery of an assignment of loan agreement to secure such bonds; authorizing execution of a bond purchase agreement with respect to said bonds; authorizing the execution of a tax exemption certification and agreement; and authorizing other documents in connection with the issuance of the bonds.

Mr. Love moved to approve the resolution.

Mr. Schroeder seconded the motion.

Vote: Mr. Jerwers absent Mr. Love yes Mr. Schroeder yes

Marc presented all required documents to the Commissioners for signatures.

Tax Exemption Certificate and Agreement

Loan Agreement

Bond Purchase Agreement

Marc explained the financing for 501c3 entities and the benefits for all involved.

The Board of County Commissioners of the County of Putnam, Ohio met in regular session on the 19th day of May, 2016, with the following members present: Mr. John Love and Mr. Vincent Schroeder

Commissioner \_\_\_Love\_\_\_ introduced the following resolution and moved its adoption:

RESOLUTION NO. \_\_\_\_\_

**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF ECONOMIC DEVELOPMENT FACILITIES REVENUE BONDS, SERIES 2016 (LEIPSIC COMMUNITY CENTER PROJECT) OF THE COUNTY OF PUTNAM, OHIO IN A PRINCIPAL AMOUNT NOT TO EXCEED \$4,000,000; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT IN CONNECTION THEREWITH; AUTHORIZING THE EXECUTION AND DELIVERY OF AN ASSIGNMENT OF LOAN AGREEMENT TO SECURE SUCH BONDS; AUTHORIZING EXECUTION OF A BOND PURCHASE AGREEMENT WITH RESPECT TO SAID BONDS; AUTHORIZING THE EXECUTION OF A TAX EXEMPTION CERTIFICATE AND AGREEMENT; AND AUTHORIZING OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.**

**WHEREAS**, the County of Putnam, Ohio (the "Issuer"), by virtue of the laws of the State of Ohio, including Article VIII, Section 13 of the Constitution of Ohio and Chapter 165 of the Ohio Revised Code (the "Act"), acting by and through its Board of County Commissioners (the "Board"), is authorized and empowered, among other things, (i) to make a loan to assist in the financing of the acquisition, construction, renovation, installation and equipping of facilities constituting the Project, as hereinafter defined, (ii) to issue and sell its revenue bonds to provide moneys for such loan and (iii) to enact this legislation and execute and deliver the agreements and instruments hereinafter identified; and

**WHEREAS**, Leipsic Community Center, an Ohio nonprofit corporation (the "Borrower"), has requested the Issuer to issue economic development revenue bonds (the "Bonds") pursuant to the Act for the purpose of (1) financing a portion of the costs of the acquisition, construction, renovation, installation and equipping of an approximately 30,000 square foot community center of the Borrower (the "Project") and (2) paying certain costs and expenses incurred in connection with the issuance of the Bonds; and

**WHEREAS**, this Board has determined and does hereby confirm, in sole reliance upon representations of the Borrower, that the financing of a portion of the costs of the construction, improvement, furnishing and equipping of the Project will create and preserve jobs and employment opportunities and will promote the health and economic welfare of the people of the Issuer, and that the Issuer, through the issuance of revenue bonds in a principal amount not to exceed \$4,000,000, will be acting in the manner consistent with and in furtherance of the provisions of the laws of the State of Ohio, particularly Article VIII, Section 13 of the Constitution of Ohio and the Act; and

**WHEREAS**, this Board has determined to authorize the issuance of such Bonds and to award the sale thereof to The Union Bank Company (the "Original Purchaser"); and

**WHEREAS**, it is necessary in connection with the issuance of such Bonds for the purpose of financing the Project to provide for the authorization of certain agreements relating to the Bonds and certain other documents in connection with the issuance of the Bonds;

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

**SECTION 1.** That this Board hereby determines it expedient that revenue bonds shall be issued pursuant to the provisions of the Act, in a principal amount not to exceed \$4,000,000, for the purposes set forth in the preambles hereto. Such Bonds shall be designated "County of Putnam, Ohio Economic

Development Facilities Revenue Bonds, Series 2016 (Leipsic Community Center Project)" with such further designation as shall be necessary or appropriate. The Bonds shall be issued in the form and denomination and shall be executed, dated, be subject to redemption prior to maturity on the dates and at the prices, bear interest at the rate or rates, and be payable on the dates as hereafter provided in the Bond Purchase Agreement hereinafter authorized.

**SECTION 2.** That, in addition to the words and terms defined in the recitals and elsewhere in this resolution (the "Bond Legislation"), the words and terms defined in this Bond Legislation shall have the meanings herein specified unless the context or use clearly indicates another or different meaning or intent. Those words and terms not expressly defined herein and used herein with initial capitalization where rules of grammar do not otherwise require capitalization shall have the meanings assigned to them in the Loan Agreement or in the Bond Purchase Agreement, each as hereinafter defined.

Any reference herein to the Issuer, or to any officer or official or employee thereof, shall include those succeeding to their respective functions, duties or responsibilities pursuant to or by operation of law or who are lawfully performing such functions. Any reference herein to any other person or entity shall include his or its respective successors and assigns. Any reference to a section or provision of the Internal Revenue Code of 1986, as amended (the "Code"), the Ohio Constitution or the Act or to a section, provision or chapter of the Ohio Revised Code shall include such section or provision or chapter as from time to time amended, modified, revised, supplemented, or superseded; provided, however, that no such change shall alter the obligation to pay the Bond Service Charges in the amounts and manner, at the times, and from the sources provided in this Bond Legislation, except as otherwise herein permitted, or shall be deemed applicable by reason of this provision if such change would in any way constitute an impairment of the rights of the Issuer, a Holder, or the Borrower under the Loan Agreement.

Unless the context shall otherwise indicate, words importing the singular number shall include the plural number, and vice versa, any pronoun shall be deemed to cover all genders, and the terms "herein," "hereof," "hereby," "hereto," "hereunder," and similar terms, mean this Bond Legislation and not solely the portion hereof in which any such word is used.

**SECTION 3.** That the Bonds shall be initially issued as one fully registered bond, in the name of the Original Purchaser, dated as of its initial date of delivery to the Original Purchaser, in the denomination of the principal amount of the Bonds, numbered R-1, and in the form of Exhibit A to the Bond Purchase Agreement. The Bonds shall, in any event, be in the minimum denominations of no less than \$100,000. The Bonds shall mature no later than the Final Maturity Date, which shall be no later than eight (8) years from the date of initial delivery thereof (subject to all provisions herein for amortization and redemption). Upon any transfer and surrender of the Bonds in accordance with the provisions of the Bond Purchase Agreement, the Issuer shall execute and deliver a new bond in exchange therefor as provided in the Bond Purchase Agreement.

The principal of the Bonds shall be payable in accordance with the amortization schedules to be set forth in the Bond Purchase Agreement hereinafter authorized, provided that the first payment of principal of the Bonds shall occur no earlier than May 1, 2016, and the final installment of the principal of the Bonds shall be paid no later than the Final Maturity Date.

Interest from the date of issuance of the Bonds on the outstanding principal amount of the Bonds shall be payable on each Interest Payment Date as set forth in the Bond Purchase Agreement, provided that the first payment of interest on the Bonds shall occur no earlier than June 1, 2016. Interest on the outstanding principal balance of the Bonds shall be a fixed rate of interest (at an initial rate of interest not to exceed 5% per annum), as more specifically described in the Bond Purchase Agreement; provided however the rate of interest on the Bonds may not exceed the maximum rate permitted by law.

Interest on the Bonds shall be calculated as set forth in the Bond Purchase Agreement. Each installment shall be applied first to interest due and the balance to repayment of principal. All principal and interest shall be paid in full on or before the respective Final Maturity Date.

In any case where the date of maturity, a payment date of interest on or principal of the Bonds, or a date fixed for redemption of the Bonds will not be a Business Day, then payment of such interest on or principal of the Bonds need not be made on such date but may be made on the next succeeding day that is a Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or payment of principal and interest.

The Bonds shall be subject to prepayment and redemption as provided in the Bond Purchase Agreement and the Loan Agreement.

All Bond Service Charges shall be payable in lawful money of the United States of America at the principal office of the Holder, by check, draft or wire.

The Bonds shall be executed on behalf of the Issuer by at least two members of the Board, provided that such signatures may be facsimiles. In case any officer whose signature or a facsimile thereof shall appear on the Bonds shall cease to be such officer before the issuance or delivery of the Bonds, such signature or facsimile thereof shall nevertheless be valid and sufficient for all purposes, the same as if he had remained in office until after that time.

**SECTION 4.** That the Bonds authorized hereby shall bear on their faces a statement that the Bonds are not general obligations, debt or bonded indebtedness of the Issuer or the State of Ohio or any political subdivision thereof, and the holders or owners of the Bonds are not given the right, and have no right, to have excises or taxes levied by the State of Ohio or any political subdivision thereof, for the payment of the debt service on such Bonds and that the right to such payment is limited to the revenues and funds pledged for such purpose under the Bond Legislation. The Issuer hereby pledges the Pledged Receipts for the payment of debt service on the Bonds.

**SECTION 5.** That at least two members of the Board are hereby authorized and directed to do all the acts and things required of them by the provisions of the Bonds and the Bond Purchase Agreement hereinafter authorized to the end that full and complete performance of all of the terms, covenants and agreements of the Bonds and Bond Purchase Agreement shall be effected, including taking all actions necessary to complete the sale of the Bonds under the "Blue Sky" laws of any jurisdiction, to the extent applicable; provided that the Issuer shall not be required to submit to service of process in connection with any such "Blue Sky" action in any state except Ohio.

**SECTION 6.** That at least two members of the Board are hereby authorized and directed to execute and deliver on behalf of the Issuer a Loan Agreement with the Borrower and an Assignment of Loan Agreement assigning the Loan Agreement to the Original Purchaser. The Loan Agreement and the Assignment of Loan Agreement shall be substantially in the forms presented to and on file with this Board,

subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Loan Agreement and Assignment of Loan Agreement as aforesaid.

**SECTION 7.** That at least two members of the Board are hereby authorized and directed to execute and deliver on behalf of the Issuer a Bond Purchase Agreement, providing for the sale of the Bonds to the Original Purchaser, substantially in the form heretofore presented to and on file with this Board, subject to such changes, insertions and omissions as may be approved by the this Board, which approval shall be conclusively evidenced by the execution of said Bond Purchase Agreement and so long as the terms of purchase contained therein are within the guidelines established in this Bond Legislation.

**SECTION 8.** That this Board hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized, to the extent within its control, in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute "arbitrage bonds" under Sections 103(b)(2) and 148 of the Code. That any member of the Board, acting alone, or any other officer having responsibility with respect to the issuance of said Bonds, is individually authorized and directed to give an appropriate certificate or agreement on behalf of the Issuer (the "Tax Exemption Certificate and Agreement") on the date of delivery of said Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Section 148 and regulations thereunder. That at least two members of the Board are hereby authorized and directed to execute and deliver on behalf of the Issuer a Tax Exemption Certificate and Agreement. The Tax Exemption Certificate and Agreement shall be substantially in the form presented to and on file with this Board, subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Tax Exemption Certificate and Agreement as aforesaid.

**SECTION 9.** That any member of the Board, acting alone, be and they hereby are authorized to execute and deliver on behalf of the Issuer such other certificates, documents and instruments in connection with the issuance and sale of the Bonds as may be required, necessary or appropriate, including, without limitation, any documents which are necessary or appropriate in order to provide that the Bonds constitute "qualified 501(c)(3) bonds" under the Code. Such documents, including the ones specifically authorized hereby, shall be subject to such changes, insertions and omissions as may be approved by the appropriate officers of this Issuer, which approval shall be conclusively evidenced by the execution thereof as aforesaid. The Issuer hereby designates the Bonds as "qualified tax-exempt obligations" for the purposes set forth in Section 265(b)(3) of the Code. This Board does not anticipate that the Issuer will issue more than \$10,000,000 of "qualified tax-exempt obligations" during calendar year 2016.

**SECTION 10.** This Board, as the "applicable elected representative" of the Issuer for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, hereby approves the issuance of the Bonds in a principal amount not to exceed \$4,000,000, the proceeds of which will be used to (i) finance a portion of the costs of the acquisition, construction, renovation, installation and equipping of an approximately 30,000 square foot community center of the Borrower (the "Project"); and (ii) pay certain expenses incurred in connection with the issuance of the Bonds. The Project is to be located within the Village of Leipsic, Ohio at 120 E. Main Street and the Borrower will be the initial owner, operator and/or manager of the Project.

**SECTION 11.** No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Bond Legislation or the agreements of the Issuer relating to the Bonds, or any certificates of the Issuer that are given in connection therewith, or under any judgment obtained against the Issuer or by the enforcement of any assessment or by any legal or equitable

proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against any officer as such, past, present, or future, of the Issuer, either directly or through the Issuer, or otherwise, for the payment for or to the Issuer or any receiver thereof, or otherwise, of any sum that may be due and unpaid by the Issuer upon the Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such officer, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the Issuer or otherwise, of any sum that may remain due and unpaid upon the Bonds, shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the agreements of the Issuer relating to the Bonds.

**SECTION 12.** That it is found and determined that all formal actions of this Board concerning and relating to the adoption of this Bond Legislation were adopted in an open meeting of this Board, and that all deliberations of this Board were conducted in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

**SECTION 13.** That this Bond Legislation shall be in full force and effect following its adoption. This Bond Legislation supersedes any prior resolution of this Board on the subject matter hereof.

Commissioner \_Schroeder\_ seconded the motion and the roll called for adoption of the foregoing Bond Legislation, the vote resulted as follows:

AYES:                    \_\_2\_\_

NAYS:                    \_\_\_\_\_

ABSTENTION: \_\_\_\_\_

By: \_\_\_\_\_

Clerk, Board of County Commissioners

County of Putnam, Ohio

Vote: Mr. Jerwers absent           Mr. Love yes                   Mr. Schroeder yes  
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**3:45 p.m.**

Commissioner Schroeder left for the day.

**4:30 p.m.**

Commissioner Love left for the day.

Mr. Jerwers            moved to approve the minutes from Thursday, May 19, 2016.

Mr. Love                seconded the motion.

Vote: Mr. Jerwers yes           Mr. Love yes           Mr. Schroeder yes