Thursday, September 2, 2010

The Board of County Commissioners met in regular session on **Thursday, September 2, 2010 at 8:45 AM** with the following members present:

Charles W. Keiper II Maureen T. Frederick Christopher Smeiles

* * * * *

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick to approve the meeting minutes of the August 31, 2010 meeting. All in favor, motion carries

* * * * *

Also attending throughout the day: Mike Sever, Record-Courier; Charlene Badger, Executive Assistant

* * * * *

SQUIRES, SANDERS & DEMPSEY
Present: Mike Sharb, Janet Esposito, Audrey Tillis, Karen Garman

RESOLUTION NO. 10-0801 RE: A resolution providing for the issuance and sale of $635,000 of notes, in anticipation of the issuance of bonds, to pay costs of improving Portage County Regional Sewer District by constructing Project No. CH-1 (08-090), West Branch Mobile Home Park Wastewater Treatment Plant Improvements.

RESOLUTION NO. 10-0802 RE: A resolution providing for the issuance and sale of $615,000 of notes, anticipation of the issuance of bonds, to pay costs of improving Portage County Regional Sewer District by constructing Project No. M-1 (06-190), Aurora Meadows Subdivision Sanitary Improvements.

RESOLUTION NO. 10-0803 RE: A resolution providing for the issuance and dale of $300,000 Of notes, in anticipation of the issuance of bonds, to pay costs of acquiring vehicles and related equipment for use by the County Solid Waste Management District.

RESOLUTION NO. 10-0804 RE: A resolution providing for the issuance and sale of bonds in the maximum principal amount of $14,370,000 for the purpose of refunding at a lower interest cost certain of the County's outstanding various purpose bonds, series 2001.

RESOLUTION NO. 10-0805 RE: A resolution providing for the issuance and sale of bonds in the maximum principal amount of $4,250,000 to pay costs of constructing, improving, furnishing and equipping buildings and structures housing county offices and functions, including the functions of the County Prosecutor.

RESOLUTION NO. 10-0806 **RE:** A resolution providing for the issuance and sale of bonds in the maximum principal amount of $1,565,000 to pay costs of improving Portage County Regional Sewer District by constructing Project No. SH-W (06-290), Cleveland to Aurora Water line, Phase I.

RESOLUTION NO. 10-0807 RE: RE: a resolution providing for the issuance and sale of bonds in the maximum principal amount of $525,000 to pay costs of improving Portage County Regional Sewer District by constructing Project No. FR-2 (06-120), Twin Lakes Wastewater Treatment Plant preliminary Treatment

* * * * *

FAMILY & COMMUNITY SERVICES EXECUTIVE DIRECTOR MARK FRISONE

The Board of Commissioners discussed the future of the Clothing Center and the Solid Waste Management District agreement for funding, noting that this is a most valuable community asset.

10:05 AM In accordance with the Ohio Rev. Code Ann. 121.22(G)(1), it was moved by **Christopher Smeiles,** seconded by **Maureen T. Frederick** that the Board of Commissioners move into executive session to consider a possible departmental organization. **Also present: Family & Community Services Executive Director Mark Frisone.** Roll call vote: Christopher Smeiles, Yea; Charles W. Keiper II, Yea; Maureen T. Frederick, Yea.

10:23 AM Upon conclusion of the above referenced discussion, it was moved by **Christopher Smeiles,** seconded by **Maureen T. Frederick** that the Board of Commissioners move out of executive session. Roll call vote: Christopher Smeiles, Yea; Charles W. Keiper II, Yea; Maureen T. Frederick, Yea.

After exiting Executive Session, the Board of Commissioners took no action.

* * * * *

INTERNAL SERVICES
Present: JoAnn Townend

DISCUSSION

1. Planet Aid has placed a dumpster on the Cleveland Road property. The Board of Commissioners asked the Director to contact the company and ask that the dumpster be removed. JoAnn Townend to also check with the Park District to make certain that they did not authorize the dumpster.

2. Discussion of how to proceed with the possible sale of the county owned land on Infirmary Road (former salt shed). The Board of Commissioners agreed to try the sealed bid process first and then auction the property it there is not enough interest, which is more advantageous pricing wise. The minimum auction bid would be $100,000 including the mineral rights; Commissioner Smeiles noted that he has checked into timbering the acreage but was told that there are not enough trees to make it worthwhile. Beth Hudson is researching the property title.

3. The Board of Commissioners had forwarded the Generations Health Care termination letter to JoAnn Townend this morning. The Director checked the contract and noted that the contract only allows a one year extension – a new agreement would be required on a month to month basis. Commissioner Smeiles noted that the Board of Commissioners must hire an admin as a county employee and hire consultant to help with Medicare/Medicaid. JoAnn Townend to check to determine which company Generations has hired to currently provide that service.

* * *

RESOLUTIONS

1. Enter into an agreement with Cope Treatment Centers, Inc., for operation of the dual diagnosis offender's clinic program for felony offenders./10-0821

2. Enter into a real estate lease agreement for the property located at 213 South Chestnut St., Ravenna./10-0822

3. Award and enter into an agreement with R2K Contracting Inc. for the Coleman Professional Services 2009 CDBG residence remodeling project at 164 East Spruce St., Ravenna./10-0823

4. Enter into an agreement with Marn Enterprise LLC dba Utility Refund Corporation for utility cost recovery services./10-HOLD for the Director to work with URC to determine a not to exceed amount.

* * * * *

HUMAN RESOURCES
Present: Karen U'Halie

The Board of Commissioners discussed the proposed Leave Donation Policy and agreed to have the Director bring it back next week for a final discussion. The Board agreed to think about which organizations will be participating in this program.

* * * * *

11:00 AM Recessed to Solid Waste Management District Meeting
11:20 AM Board of Commissioners reconvened

* * * * *

NEIGHBORHOOD DEVELOPMENT SERVICES - Cancelled

* * * * *

RESOLUTION No. 10-0801 - RE: A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF $635,000 OF NOTES, IN ANTICIPATION OF THE ISSUANCE OF BONDS, TO PAY COSTS OF IMPROVING PORTAGE COUNTY REGIONAL SEWER DISTRICT BY CONSTRUCTING PROJECT NO. CH-1 (08-090), WEST BRANCH MOBILE HOME PARK WWTP IMPROVEMENTS.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, the County Auditor, as fiscal officer of the County, has certified to this Board that the estimated life or period of usefulness of the improvement is at least five years, the maximum maturity of the Bonds described in Section 2 is 40 years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is 240 months from their date of issuance; now therefore be it

RESOLVED by the Board of County Commissioners of Portage County, Ohio, that:

Section 1. Necessity and Authorization of Construction of Improvement. This Board has heretofore (i) established the Portage County Regional Sewer District, (ii) caused to be prepared a general plan of sewerage for that District and (iii) approved that general plan in original form and as it has been revised from time to time. This Board now declares it to be necessary for the preservation and promotion of the public health and welfare to construct, in accordance with the general plan of sewerage for the Portage County Regional Sewer District, as amended, Project No. CH-1 (08-090), West Branch Mobile Home Park WWTP Improvements. This Board determines that no special assessments are to be levied and collected to pay any part of the cost of that improvement.

This Board authorizes the construction of Project No. CH-1 (08-090), West Branch Mobile Home Park WWTP Improvements, and the expenditure of funds required for its construction from (i) the proceeds of the Notes described in Section 3, (ii) Portage County Regional Sewer District revenues or (iii) other funds legally available to the County and appropriated for that purpose.

Section 2. Authorized Principal Amount of Anticipated Bonds and Purpose; Estimated Bond Terms. It is necessary to issue bonds of the County in the aggregate principal amount of $635,000 (the Bonds) to pay costs of improving Portage County Regional Sewer District by constructing Project No. CH-1 (08-090), West Branch Mobile Home Park WWTP Improvements.

The Bonds shall be dated approximately September 1, 2011, shall bear interest at the now estimated rate of 6% per year, payable semiannually until the principal amount is paid, and are estimated to mature in 20 annual principal installments on December 1 of each year that are substantially equal. The first principal installment on the Bonds is projected to be paid on December 1, 2012.

Section 3. Authorized Principal Amount of Notes; Dating; Interest Rate. It is necessary to issue and this Board determines that Notes in the aggregate principal amount of $635,000 (the Notes) shall be issued in anticipation of the issuance of the

Bonds. The Notes shall be dated the date of their issuance and shall mature one year from the date of issuance; provided, however, that at least two members of this Board and the County Auditor may, if it is determined to be necessary or advisable to the sale of the Notes, establish a maturity date that is any date not later than one year from the date of issuance by setting forth that maturity date in the certificate awarding the Notes in accordance with Section 6 of this Resolution (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 6% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by at least two members of this Board and the County Auditor in the Certificate of Award.

Section 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America, without deduction for services of the County's paying agent, at the designated corporate trust office of a bank or trust company requested by the Original Purchaser (as defined in Section 6), provided that such request shall be approved by the County Auditor after determining that the payment at that bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose, or at the office of the County Auditor if agreed to by the County Auditor and the Original Purchaser.

Section 5. Execution of Notes; Book Entry System. The Notes shall be signed by at least two members of this Board and by the County Auditor, in the name of the County and in their official capacities, provided that all but one of those signatures may be a facsimile. The Notes shall be issued in the denominations and numbers as requested by the Original Purchaser and approved by at least two members of this Board and the County Auditor. The entire principal amount may be issued as fully registered securities (for which the County Auditor will serve as note registrar) and in book entry or other uncertificated form in accordance with Section 9.96 and Chapter 133 of the Revised Code, with a single physical note certificate representing the entire issue, if it is determined by the County Auditor that issuance of fully registered securities in that form will facilitate the sale and delivery of the Notes. The Notes shall not have coupons attached, shall be numbered as determined by the County Auditor 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.

As used in this Section and this Resolution:

"Book entry form" or "book entry system" means a form or system under which (i) the ownership of beneficial interests in the Notes and the principal of, and interest on, the Notes (book entry interests) may be transferred only through a book entry, and (ii) a single physical Note certificate is issued by the County and payable only to a Depository or its nominee, with such Notes deposited and retained in the custody of the

Depository or its agent for that purpose. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in the Notes and that principal and interest.

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

"Participant" means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

The Notes may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Notes may be issued in the form of a single Note made payable to the Depository or its nominee and deposited and retained in the custody of the Depository or its agent for that purpose; (ii) the owners of book entry interests shall have no right to receive the Notes in the form of physical securities or certificates; (iii) ownership of book entry interests shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

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

The County Auditor is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry system for the Notes, after determining that the signing thereof will not endanger the funds or securities of the County.

Section 6. Award and Sale of the Notes. The Notes shall be sold at not less than par plus accrued interest to the original purchaser designated in the Certificate of Award (the Original Purchaser) in accordance with law and the provisions of this Resolution. At least two members of this Board and the County Auditor shall sign the Certificate of Award fixing the interest rate which the Notes shall bear and evidencing that sale, cause the Notes to be prepared, and have the Notes signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Notes if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. Any member of this Board, the Clerk of this Board, the County Auditor, the County Treasurer, the Prosecuting Attorney, the Assistant Prosecuting Attorney 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. At least two members of this Board and the Auditor are authorized, if it is determined to be in the best interest of the County, to combine the issue of Notes with one or more other note issues of the County into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

Section 7. Application of Note Proceeds. The proceeds from the sale of the Notes, except any premium and accrued interest, shall be paid into the proper fund or funds and those proceeds are appropriated and shall be used for the purpose for which the Notes are being issued. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

Section 8. Application and Pledge of Bond or Renewal Note Proceeds or Excess Funds. The par value to be received from the sale of the Bonds or of any renewal notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used to pay the debt charges on the Notes at maturity and are pledged for that purpose.

Section 9. Provisions for Tax Levy. During the year or years in which the Notes are outstanding, there shall be levied on all the taxable property in the County, in addition to all other taxes, the same tax that would have been levied if the Bonds had been issued without the prior issuance of the Notes. 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 principal of and interest on the Notes or the Bonds when and as the same fall due. In each year to the extent revenues from Portage County Regional Sewer District are available for the payment of the debt charges on the Notes and Bonds and

are appropriated for that purpose, the amount of the tax shall be reduced by the amount of revenues so available and appropriated.

Section 10. Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Notes in such manner and to such extent as may be necessary so that (a) the Notes will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code) or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest on the Notes 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 Notes to be and remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions which 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 Notes to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely rebate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Auditor, as the fiscal officer, or any other officer of the County having responsibility for issuance of the Notes is hereby authorized (a) to make or effect any election, selection, designation (including specifically designation of the Notes as "qualified tax-exempt obligations"), choice, consent, approval, or waiver on behalf of the County with respect to the Notes as the County is permitted to or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Notes 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, 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, as determined by that officer, 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 Notes, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Notes, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Notes, 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 Notes.

Section 11. Certification and Delivery of Resolution. The Clerk of this Board is directed to deliver or cause to be delivered a certified copy of this Resolution to the County Auditor.

Section 12. Satisfaction of Conditions for Note 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 Notes 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 Notes 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 9) of the County are pledged for the timely payment of the debt charges on the Notes; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Notes.

Section 13. Retention of Bond Counsel. The legal services of Squire, Sanders & Dempsey L.L.P., as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Notes and the rendering of the necessary legal opinion upon the delivery of the Notes. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services.

Section 14. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

Section 15. Captions and Headings. 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 16. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0802 - RE: A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF $615,000 OF NOTES, IN ANTICIPATION OF THE ISSUANCE OF BONDS, TO PAY COSTS OF IMPROVING PORTAGE COUNTY REGIONAL SEWER DISTRICT BY CONSTRUCTING PROJECT NO. M-1 (06-190), AURORA MEADOWS SUBDIVISION SANITARY IMPROVEMENTS.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, the County Auditor, as fiscal officer of the County, has certified to this Board that the estimated life or period of usefulness of the improvement is at least five years, the maximum maturity of the Bonds described in Section 2 is 40 years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is 240 months from their date of issuance; now therefore be it

RESOLVED by the Board of County Commissioners of Portage County, Ohio, that:

Section 1. Necessity and Authorization of Construction of Improvement. This Board has heretofore (i) established the Portage County Regional Sewer District, (ii) caused to be prepared a general plan of sewerage for that District and (iii) approved that general plan in original form and as it has been revised from time to time. This Board now declares it to be necessary for the preservation and promotion of the public health and welfare to construct, in accordance with the general plan of sewerage for the Portage County Regional Sewer District, as amended, Project No. M-1 (06-190), Aurora Meadows Subdivision Sanitary Improvements. This Board determines that no special assessments are to be levied and collected to pay any part of the cost of that improvement.

This Board authorizes the construction of Project No. M-1 (06-190), Aurora Meadows Subdivision Sanitary Improvements, and the expenditure of funds required for its construction from (i) the proceeds of the Notes described in Section 3, (ii) Portage County Regional Sewer District revenues or (iii) other funds legally available to the County and appropriated for that purpose.

Section 2. Authorized Principal Amount of Anticipated Bonds and Purpose; Estimated Bond Terms. It is necessary to issue bonds of the County in the aggregate principal amount of $615,000 (the Bonds) to pay costs of improving Portage County Regional Sewer District by constructing Project No. M-1 (06-190), Aurora Meadows Subdivision Sanitary Improvements.

The Bonds shall be dated approximately September 1, 2011, shall bear interest at the now estimated rate of 6% per year, payable semiannually until the principal amount is paid, and are estimated to mature in 20 annual principal installments on December 1 of each year that are substantially equal. The first principal installment on the Bonds is projected to be paid on December 1, 2012.

Section 3. Authorized Principal Amount of Notes; Dating; Interest Rate. It is necessary to issue and this Board determines that Notes in the aggregate principal amount of $615,000 (the Notes) shall be issued in anticipation of the issuance of the Bonds. The Notes shall be dated the date of their issuance and shall mature one year from the date of issuance; provided, however, that at least two members of this Board and the County Auditor may, if it is determined to be necessary or advisable to the sale of the Notes, establish a maturity date that is any date not later than one year from the date of issuance by setting forth that maturity date in the certificate awarding the Notes in accordance with Section 6 of this Resolution (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 6% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by at least two members of this Board and the County Auditor in the Certificate of Award.

Section 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America, without deduction for services of the County's paying agent, at the designated corporate trust office of a bank or trust company requested by the Original Purchaser (as defined in Section 6), provided that such request shall be approved by the County Auditor after determining that the payment at that bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose, or at the office of the County Auditor if agreed to by the County Auditor and the Original Purchaser.

Section 5. Execution of Notes; Book Entry System. The Notes shall be signed by at least two members of this Board and by the County Auditor, in the name of the County and in their official capacities, provided that all but one of those signatures may be a facsimile. The Notes shall be issued in the denominations and numbers as requested by the Original Purchaser and approved by at least two members of this Board and the County Auditor. The entire principal amount may be issued as fully registered securities (for which the County Auditor will serve as note registrar) and in book entry or other uncertificated form in accordance with Section 9.96 and Chapter 133 of the Revised Code, with a single physical note certificate representing the entire issue, if it is determined by the County Auditor that issuance of fully registered securities in that form will facilitate the sale and delivery of the Notes. The Notes shall not have coupons attached, shall be numbered as determined by the County Auditor 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.

As used in this Section and this Resolution:

"Book entry form" or "book entry system" means a form or system under which (i) the ownership of beneficial interests in the Notes and the principal of, and interest on, the Notes (book entry interests) may be transferred only through a book entry, and (ii) a single physical Note certificate is issued by the County and payable only to a Depository or its nominee, with such Notes deposited and retained in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in the Notes and that principal and interest.

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

"Participant" means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

The Notes may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Notes may be issued in the form of a single Note made payable to the Depository or its nominee and deposited and retained in the custody of the Depository or its agent for that purpose; (ii) the owners of book entry interests shall have no right to receive the Notes in the form of physical securities or certificates; (iii) ownership of book entry interests shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Notes for use in a book entry system, the County Auditor may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Auditor does not or is unable to do so, the County Auditor, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Notes from the Depository, and shall cause the Notes in bearer or payable to order form to be signed by

the officers authorized to sign the Notes and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Auditor is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry system for the Notes, after determining that the signing thereof will not endanger the funds or securities of the County.

Section 6. Award and Sale of the Notes. The Notes shall be sold at not less than par plus accrued interest to the original purchaser designated in the Certificate of Award (the Original Purchaser) in accordance with law and the provisions of this Resolution. At least two members of this Board and the County Auditor shall sign the certificate of award referred to in Section 3 fixing the interest rate which the Notes shall bear and evidencing that sale, cause the Notes to be prepared, and have the Notes signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Notes if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. Any member of this Board, the Clerk of this Board, the County Auditor, the County Treasurer, the Prosecuting Attorney, the Assistant Prosecuting Attorney 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. At least two members of this Board and the Auditor are authorized, if it is determined to be in the best interest of the County, to combine the issue of Notes with one or more other note issues of the County into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

Section 7. Application of Note Proceeds. The proceeds from the sale of the Notes, except any premium and accrued interest, shall be paid into the proper fund or funds and those proceeds are appropriated and shall be used for the purpose for which the Notes are being issued. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

Section 8. Application and Pledge of Bond or Renewal Note Proceeds or Excess Funds. The par value to be received from the sale of the Bonds or of any renewal notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used to pay the debt charges on the Notes at maturity and are pledged for that purpose.

Section 9. Provisions for Tax Levy. During the year or years in which the Notes are outstanding, there shall be levied on all the taxable property in the County, in addition to all other taxes, the same tax that would have been levied if the Bonds had been issued without the prior issuance of the Notes. 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 principal of and interest on the Notes or the Bonds when and as the same fall due. In each year to the extent revenues from Portage County Regional Sewer District are available for the payment of the debt charges on the Notes and Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of revenues so available and appropriated.

Section 10. Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Notes in such manner and to such extent as may be necessary so that (a) the Notes will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code) or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest on the Notes 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 Notes to be and remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions which 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 Notes to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely rebate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Auditor, as the fiscal officer, or any other officer of the County having responsibility for issuance of the Notes is hereby authorized (a) to make or effect any election, selection, designation (including specifically designation of the Notes as "qualified tax-exempt obligations"), choice, consent, approval, or waiver on behalf of the County with respect to the Notes as the County is permitted to or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Notes 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, 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, as determined by that officer, 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 Notes, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Notes, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Notes, 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 Notes.

Section 11. Certification and Delivery of Resolution. The Clerk of this Board is directed to deliver or cause to be delivered a certified copy of this Resolution to the County Auditor.

Section 12. Satisfaction of Conditions for Note 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 Notes 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 Notes 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 9) of the County are pledged for the timely payment of the debt charges on the Notes; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Notes.

Section 13. Retention of Bond Counsel. The legal services of Squire, Sanders & Dempsey L.L.P., as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Notes and the rendering of the necessary legal opinion upon the delivery of the Notes. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services.

Section 14. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

Section 15. Captions and Headings. 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 16. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0803 - RE: A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF $300,000 OF NOTES, IN ANTICIPATION OF THE ISSUANCE OF BONDS, TO PAY COSTS OF ACQUIRING VEHICLES AND RELATED EQUIPMENT FOR USE BY THE COUNTY SOLID WASTE MANAGEMENT DISTRICT.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, pursuant to Resolution No. 08-0938, adopted on September 16, 2008, there were issued $500,000 of notes in anticipation of the issuance of bonds for the purpose set forth in Section 1 as part of a consolidated issue of $8,300,000 Various Purpose Notes, Series 2008, which notes were retired at maturity, together with other funds available to the County, with the proceeds of $400,000 of notes (the Outstanding Notes) issued in anticipation of bonds pursuant to Resolution No. 09-0824, adopted on September 10, 2009, as part of a consolidated issue of $6,200,000 Various Purpose Notes, Series 2009, which Outstanding Notes mature on September 30, 2010; and

WHEREAS, this Board finds and determines that the County should retire the Outstanding Notes with the proceeds of the Notes described in Section 3 and other funds available to the County; and

WHEREAS, the County Auditor, as fiscal officer of the County, has certified to this Board that the estimated life or period of usefulness of the improvement is at least five years, the estimated maximum maturity of the Bonds described in Section 1 is five years and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is October 2, 2018; now therefore be it

RESOLVED by the Board of County Commissioners of Portage County, Ohio, that:

Section 1. Authorized Principal Amount of Anticipated Bonds and Purpose. It is necessary to issue bonds of the County in the aggregate principal amount of $300,000 (the Bonds) to pay costs of acquiring vehicles and related equipment for use by the County Solid Waste Management District.

Section 2. Estimated Bond Terms. The Bonds shall be dated approximately September 1, 2011, shall bear interest at the now estimated rate of 6% per year, payable semiannually until the principal amount is paid, and are estimated to mature in five annual principal installments on December 1 of each year that are substantially equal. The first principal installment on the Bonds is projected to be paid on December 1, 2012.

Section 3. Authorized Principal Amount of Notes; Dating; Interest Rate. It is necessary to issue and this Board determines that Notes in the aggregate principal amount of $300,000 (the Notes) shall be issued in anticipation of the issuance of the Bonds and to retire, together with other funds available to the County, the Outstanding Notes. The Notes shall be dated the date of their issuance and shall mature one year from the date of issuance; provided, however, that at least two members of this Board and the County Auditor may, if it is determined to be necessary or advisable to the sale of the Notes, establish a maturity date that is any date not later than one year from the date of issuance by setting forth that maturity date in the certificate awarding the Notes in accordance with Section 6 of this Resolution (the Certificate of Award). The Notes shall bear interest at a rate not to exceed 6% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate of interest on the Notes shall be determined by at least two members of this Board and the County Auditor in the Certificate of Award.

Section 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America, without deduction for services of the County's paying agent, at the designated corporate trust office of a bank or trust company requested by the Original Purchaser (as defined in Section 6), provided that such request shall be approved by the County Auditor after determining that the payment at that bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose, or at the office of the County Auditor if agreed to by the County Auditor and the Original Purchaser.

Section 5. Execution of Notes; Book Entry System. The Notes shall be signed by at least two members of this Board and by the County Auditor, in the name of the County and in their official capacities, provided that all but one of those signatures may be a facsimile. The Notes shall be issued in the denominations and numbers as requested by the Original Purchaser and approved by at least two members of this Board and the County Auditor. The entire principal amount may be issued as fully registered securities (for which the County Auditor will serve as note registrar) and in book entry or other

uncertificated form in accordance with Section 9.96 and Chapter 133 of the Revised Code, with a single physical note certificate representing the entire issue, if it is determined by the County Auditor that issuance of fully registered securities in that form will facilitate the sale and delivery of the Notes. The Notes shall not have coupons attached, shall be numbered as determined by the County Auditor 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.

As used in this Section and this Resolution:

"Book entry form" or "book entry system" means a form or system under which (i) the ownership of beneficial interests in the Notes and the principal of, and interest on, the Notes (book entry interests) may be transferred only through a book entry, and (ii) a single physical Note certificate is issued by the County and payable only to a Depository or its nominee, with such Notes deposited and retained in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in the Notes and that principal and interest.

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

"Participant" means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

The Notes may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Notes may be issued in the form of a single Note made payable to the Depository or its nominee and deposited and retained in the custody of the Depository or its agent for that purpose; (ii) the owners of book entry interests shall have no right to receive the Notes in the form of physical securities or certificates; (iii) ownership of book entry interests shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Notes for use in a book entry system, the County Auditor may attempt to establish a securities

depository/book entry relationship with another qualified Depository. If the County Auditor does not or is unable to do so, the County Auditor, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Notes from the Depository, and shall cause the Notes in bearer or payable to order form to be signed by the officers authorized to sign the Notes and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Auditor is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry system for the Notes, after determining that the signing thereof will not endanger the funds or securities of the County.

Section 6. Sale of the Notes. The Notes shall be sold at not less than par plus accrued interest to the original purchaser designated in the Certificate of Award (the Original Purchaser) in accordance with law and the provisions of this Resolution. At least two members of this Board and the County Auditor shall sign the Certificate of Award fixing the interest rate which the Notes shall bear and evidencing that sale, cause the Notes to be prepared, and have the Notes signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Notes if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. Any member of this Board, the Clerk of this Board, the County Auditor, the County Treasurer, the Prosecuting Attorney, the Assistant Prosecuting Attorney 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. At least two members of this Board and the Auditor are authorized, if it is determined to be in the best interest of the County, to combine the issue of Notes with one or more other note issues of the County into a consolidated note issue pursuant to Section 133.30(B) of the Revised Code.

Section 7. Application of Note Proceeds. The proceeds from the sale of the Notes, except any premium and accrued interest, shall be paid into the proper fund or funds and those proceeds are appropriated and shall be used for the purpose for which the Notes are being issued. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

Section 8. Application and Pledge of Bond or Renewal Note Proceeds or Excess Funds. The par value to be received from the sale of the Bonds or of any renewal notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used to pay the debt charges on the Notes at maturity and are pledged for that purpose.

Section 9. Provisions for Tax Levy. During the year or years in which the Notes are outstanding, there shall be levied on all the taxable property in the County, in addition to all other taxes, the same tax that would have been levied if the Bonds had been issued without the prior issuance of the Notes. 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 principal of and interest on the Notes or the Bonds when and as the same fall due. In each year to the extent that other funds are available for the payment of the debt charges on the Notes and Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of other funds so available and appropriated.

Section 10. Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Notes in such manner and to such extent as may be necessary so that (a) the Notes will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code) or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest on the Notes 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 Notes to be and remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions which 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 Notes to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely rebate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Auditor, as the fiscal officer, or any other officer of the County having responsibility for issuance of the Notes is hereby authorized (a) to make or effect any election, selection, designation (including specifically designation or treatment of the Notes as "qualified tax-exempt obligations"), choice, consent, approval, or waiver on behalf of the County with respect to the Notes as the County is permitted to or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Notes 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, 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, as determined by that officer, 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 Notes, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Notes, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Notes, 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 Notes.

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

Section 11. Certification and Delivery of Resolution. The Clerk of this Board is directed to deliver or cause to be delivered a certified copy of this Resolution to the County Auditor.

Section 12. Satisfaction of Conditions for Note 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 Notes 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 Notes 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 9) of the County are pledged for the timely payment of the debt charges on the Notes; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Notes.

Section 13. Retention of Bond Counsel. The legal services of Squire, Sanders & Dempsey L.L.P., as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Notes and the rendering of the necessary legal opinion upon the delivery of the Notes. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules

and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services.

Section 14. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

Section 15. Captions and Headings. 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 16. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0804 - RE: A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF $14,370,000 FOR THE PURPOSE OF REFUNDING AT A LOWER INTEREST COST CERTAIN OF THE COUNTY'S OUTSTANDING VARIOUS PURPOSE BONDS, SERIES 2001.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, pursuant to Resolution Nos. 01-755, 01-756, 01-757, 01-759, 01-761, 01-762, 01-763 and 01-764, each adopted on September 27, 2001 (collectively, the Original Bond Legislation), there were issued $17,157,000 of bonds as part of a consolidated issue of $18,445,000 Various Purpose Bonds, Series 2001, dated as of October 15, 2001, for the purposes set forth in Section 2, which Bonds are currently outstanding in the aggregate principal amount of $14,470,000 and will mature on December 1 in the years 2010 through 2019, 2021, 2023, 2025 and 2027 (the Outstanding Bonds); and

WHEREAS, this Board finds and determines that is necessary and in the best interest of the County to refund at a lower interest cost all or a portion of the Outstanding Bonds maturing on

December 1 in the years 2012 through 2019, 2021, 2023, 2025 and 2027, currently outstanding in the aggregate principal amount of $13,430,000 (the Refunded Bonds); and

WHEREAS, this Board finds and determines that is necessary and in the best interest of the County to issue the Bonds described in Section 2 to provide funds sufficient, together with other funds available to the County, for that purpose; and

WHEREAS, the County Auditor, as fiscal officer of the County, has certified to this Board that the estimated life or period of usefulness of the improvements described in Section 2 was, at the time the Refunded Bonds were issued, at least five years, and the maximum maturity of the Bonds described in Section 2 is not later than December 1, 2027, which is the final maturity date of the Refunded Bonds;

RESOLVED by the Board of County Commissioners of Portage County, 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 (subject to any limitations in Section 3) the denomination of $5,000 or any integral multiple thereof.

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

"Bond Purchase Agreement" means the Bond Purchase Agreement between the County and the Original Purchaser, as it may be modified from the form on file with the Clerk of the Board and executed by at least two members of this Board and the Fiscal Officer in accordance with Section 6.

"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 bank or trust company appointed pursuant to Section 4 as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Bond Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Bond Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

"Bond Registrar Agreement" means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of the Board and executed by at least two members of this Board and the Fiscal Officer in accordance with Section 4.

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

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

"Certificate of Award" means the certificate authorized by Section 6(a), to be executed by at least two members of this Board and the Fiscal Officer, 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.

"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.

"Continuing Disclosure Certificate" means the certificate authorized by Section 6(c), to be substantially in the form on file with the Clerk of the Board, and which, together with the agreements of the County set forth in that Section, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of

and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

"Escrow Agreement" means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of the Board and executed by at least two members of this Board and the Fiscal Officer in accordance with Section 8.

"Escrow Fund" means the Escrow Fund established pursuant to Section 9.

"Escrow Trustee" means the bank or trust company appointed pursuant to Section 8 as the initial escrow trustee with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, "Escrow Trustee" shall mean the successor Escrow Trustee.

"Fiscal Officer" means the County Auditor.

"Interest Payment Dates" means, unless otherwise determined in the Certificate of Award, June 1 and December 1 of each year that the Bonds are outstanding, commencing June 1, 2011.

"Original Purchaser" means, unless otherwise determined in the Certificate of Award, together, Fifth Third Securities, Inc., and George K. Baum & Company.

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

"Principal Payment Dates" means, unless otherwise determined in the Certificate of Award, December 1 in each of the years from and including 2011 to and including 2027, provided that in no case shall the total number of Principal Payment Dates exceed the maximum maturity of the Bonds referred to in the preambles hereto.

"Refunded Bonds" means those of the County's outstanding Various Purpose Bonds, Series 2001, dated as of October 15, 2001, and maturing on December 1 of the years 2012 through 2019, 2021, 2023, 2025 and 2027, determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award to be necessary and in the best interest of the County to be refunded at a lower interest cost.

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

"SEC" means the Securities and Exchange Commission.

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

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

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

Section 2. Authorized Principal Amount and Purpose. This Board determines that it is necessary and in the best interest of the County to issue bonds of the County in the maximum principal amount of $14,370,000 (the Bonds) for the purpose of refunding at a lower interest cost certain of the County's outstanding Various Purpose Bonds, Series 2001, dated as of October 15, 2001, which were issued to pay costs of (A) constructing, furnishing, equipping and otherwise improving a new County Nursing Home, (B) renovating, rehabilitating and otherwise improving the County Courthouse, (C) acquiring, renovating, rehabilitating, remodeling, furnishing, equipping and otherwise improving a building and its site to house County offices and functions, (D) the property owners' portion, in anticipation of the collection of special assessments heretofore levied, and the County's portion of the costs of improving Portage County Regional Sewer District by constructing Project No. BR-2 (93-440), Brimfield Township/State Route 43 North Sewers, (E) improving Portage County Regional Sewer District by constructing Project No. SH-W (96-150), Shalersville Water Treatment Plant to Ohio Turnpike Commission Brady's Leap Service Plaza Water Line, (F) renovating, rehabilitating, remodeling, furnishing, equipping and otherwise improving the County Administration Building, (G) improving Portage County Regional Sewer District by constructing Project No. BR-2 (00-090), Franklin Hills to Brimfield Force Main Phase I, and (H) improving Portage County Regional Sewer District by constructing Project No. BR-2 (96-290), Brimfield Trunk Sewer Rehabilitation.

The aggregate principal amount of Bonds to be issued shall not exceed $14,370,000 and shall be issued in an amount determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award to be the aggregate principal amount of Bonds required to be issued at this time, taking into account any premium above or discount

from the aggregate principal amount of the Bonds at which they are sold to the Original Purchaser, in order to affect the purpose for which the Bonds are to be issued, including the payment of any expenses properly allocable to the refunding of the Refunded Bonds and the issuance of the Bonds.

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

(a) Interest Rates and Interest Payment Dates. The Bonds shall bear interest at the rate or rates per year (computed on the basis of a 360-day year consisting of 12 30-day months) as shall be determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in principal amounts as shall be determined by at least two members of this Board and the Fiscal Officer, subject to subsection (c) of this Section, in the Certificate of Award, consistent with their determination of the best interest of and financial advantages to the County.

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

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The 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 as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds; provided, however, that the true interest cost of the Bonds shall not exceed 6%.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the Fiscal Officer, in the name and on behalf of the County, in connection with the book entry system.

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

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund 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 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 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 Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment

Date as the Term Bonds so delivered. That option shall be exercised by the County on or before the 15th 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 Fiscal Officer, 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. 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 Fiscal Officer, 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 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 Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds of the maturities, if any, specified in the Certificate of Award shall be subject to redemption by and at the sole option of the County, in whole or in part in integral multiples of $5,000, on the dates, in the years 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 at least two members of this Board and the Fiscal Officer in the Certificate of Award; provided that the earliest optional redemption date for the Bonds shall not be more than 10½ years after the Closing Date, and the redemption price for the earliest optional redemption date shall not be greater than 102%.

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 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 Fiscal Officer to the Bond Registrar, given upon the direction of this Board through

adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity 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 are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities selected by the County. If fewer than all of the Bonds of a single maturity are to be redeemed, the selection of Bonds of that maturity to be redeemed, or portions thereof in amounts of $5,000 or any integral multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than $5,000 are then outstanding, each $5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of $5,000. If it is determined that one or more, but not all, of the $5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a $5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the $5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the fifteenth 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 Section 7, 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 this Board and the Fiscal Officer, 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 Fiscal Officer, shall be numbered as determined by the Fiscal Officer 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 Huntington National Bank is appointed to act as the initial Bond Registrar; provided, however, that at least two members of this Board and the Fiscal Officer are authorized to appoint a different Bond Registrar in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose. At least two members of this Board and the Fiscal Officer shall sign and deliver, in the name and on behalf of the County, the Bond Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of the Board. The Bond Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the Fiscal Officer on

behalf of the County, all of which shall be conclusively evidenced by the signing of the Bond Registrar Agreement or amendments thereto. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Bond Registrar Agreement, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

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

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

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at the office satisfactory to the Fiscal Officer and the Bond Registrar. Subject to the provisions of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated office of the Bond Registrar together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and

deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

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

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

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

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

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

Section 6. Award and Sale of the Bonds.

(a) To the Original Purchaser. The Bonds shall be sold to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award, plus accrued interest on the Bonds from their date to the Closing Date, and shall be awarded by at least two members of this Board and the Fiscal Officer with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Bond Purchase Agreement. At least two members of this Board and the Fiscal Officer are 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 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.

At least two members of this Board and the Fiscal Officer 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 members of this Board, the Fiscal Officer, the County Treasurer, the County Prosecuting Attorney, the Assistant Prosecuting Attorney, the Clerk of the Board and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

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

(b) Primary Offering Disclosure – Official Statement. At least two members of this Board and the Fiscal Officer, on behalf of the County and in their official capacities, are authorized to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) by the County or is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4), (iii) use and distribute, or authorize the use and distribution of, that official statement and any supplements thereto in connection with the original issuance of the Bonds and (iv) complete and sign that official statement as so approved together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of that official statement as they deem necessary or appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees, as the only obligated person with respect to the Bonds under the Rule, to provide or cause to be provided such financial information and operating data, financial statements and notices, in such manner, as may be required for purposes of the Rule. In order to describe and specify certain terms of the County's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, at least two members of this Board and the Fiscal Officer are authorized and directed to sign and deliver, in the name and on behalf of the County, the Continuing Disclosure Certificate, in substantially the form as is now on file with the Clerk of the Board, with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by at least two members of this Board and the Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of that Certificate or amendments to it. The agreement formed, collectively, by the Bonds, this paragraph and that Certificate, shall be the County's continuing disclosure agreement for purposes of the Rule, and its performance shall be subject to the availability of funds and their annual appropriation to meet costs the County would be required to incur to perform it.

(d) Application for Rating or Bond Insurance; Financing Costs. If, in the judgment of the Fiscal Officer, 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 Fiscal Officer 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 paid by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. The Fiscal Officer 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 Fiscal Officer determines to be necessary in connection with the obtaining of that bond insurance.

The expenditure of the amounts necessary to secure those ratings and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, is authorized and approved, and the Fiscal Officer 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 7. Refunding; Call of Refunded Bonds. This Board determines that it is necessary and in the best interest of the County to refund the Refunded Bonds. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A. (as successor to Bank One Trust Company, National Association), or its successor as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, written notice of the call for redemption, and the Refunded Bonds that are subject to optional redemption shall be redeemed in accordance with the Original Bond Legislation. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds, that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

Section 8. Escrow Trustee. The Huntington National Bank is hereby appointed as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds; provided, however, that at least two members of this Board and the Fiscal Officer are authorized to appoint a different Escrow Trustee in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose. The Escrow

Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. At least two Commissioners and the Fiscal Officer shall sign and deliver, in the name and on behalf of the County, the Escrow Agreement between the County and the Escrow Trustee, in substantially the form as is now on file with the Clerk of the Board. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

Section 9. Escrow Fund. There is created under the Escrow Agreement a trust fund designated the "County of Portage 2001 Bonds Escrow Fund" which shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds and (ii) all of the proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the Fiscal Officer. Those funds are appropriated and shall be applied to pay principal of and interest and redemption premium on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of principal of and interest and redemption premium on the Refunded Bonds, as provided in the Escrow Agreement.

If U.S. Treasury Securities – State and Local Government Series are to be purchased for the Escrow Fund, the Original Purchaser and/or the Escrow Trustee are hereby specifically authorized to file or cause to be filed, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities – State and Local Government Series. If, in the judgment of the Fiscal Officer, an open-market purchase

of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the Fiscal Officer or any other officer of the County, on behalf of the County and in their official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

Section 10. Application of Proceeds. The proceeds from the sale of the Bonds (except any premium and accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the Fiscal Officer) shall be paid into the Escrow Fund as provided in Section 9. Any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the Fiscal Officer, shall be paid into the proper fund or funds. Any proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

Section 11. Provisions for Tax Levy. There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. In each year to the extent sewerage system revenues and/or water revenues in Portage County Regional Sewer District, any special assessments, or other funds are legally available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of revenues, special assessments and/or other funds so available and appropriated.

Nothing in this Section in any way diminishes the irrevocable pledge of the full faith and credit and revenues of the County to the payment of the debt charges on the Bonds.

Section 12. 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, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest thereon 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 them for the interest on the Bonds to be and to 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 them, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purposes 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 Fiscal Officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation (including designation or treatment of the Bonds as "qualified tax-exempt obligations"), choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the 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, 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, as determined by that officer, 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.

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

Section 13. Certification and Delivery of Resolution and Certificate of Award. The Clerk of the Board is directed to deliver or cause to be delivered a certified copy of this Resolution and the Certificate of Award to the County Auditor.

Section 14. Retention of Bond Counsel. The legal services of Squire, Sanders & Dempsey L.L.P., as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services.

Section 15. Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 16. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

Section 17. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0805 - RE: A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF $4,250,000 TO PAY COSTS OF CONSTRUCTING, IMPROVING, FURNISHING AND EQUIPPING BUILDINGS AND STRUCTURES HOUSING COUNTY OFFICES AND FUNCTIONS, INCLUDING THE FUNCTIONS OF THE COUNTY PROSECUTOR.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, pursuant to Resolution No. 07-0916, adopted on September 18, 2007, there were issued $4,050,000 of notes in anticipation of the issuance of bonds for the purpose set forth in Section 1 as part of a consolidated issue of $6,700,000 Various Purpose Notes, Series 2007, which notes were retired at maturity with a portion of the proceeds of $4,250,000 of notes issued in anticipation of bonds pursuant to Resolution No. 08-0935, adopted on September 16, 2008, as part of a consolidated issue of $8,300,000 Various Purpose Notes, Series 2008, which notes were retired at maturity with the proceeds of $4,250,000 of notes (the Outstanding Notes) issued in anticipation of bonds pursuant to Resolution No. 09-0822, adopted on September 10, 2009, as part of a consolidated issue of $6,200,000 Various Purpose Notes, Series 2009, which Outstanding Notes mature on September 30, 2010; and

WHEREAS, this Board finds and determines that the County should retire the Outstanding Notes with the proceeds of the Bonds described in Section 2; and

WHEREAS, this Board finds and determines that is necessary and in the best interest of the County to issue the Bonds described in Section 2 to provide funds sufficient, together with other funds available to the County, for that purpose; and

WHEREAS, the County Auditor, as fiscal officer of the County, has certified to this Board that the estimated life or period of usefulness of the improvements described in Section 2 is at least five years, and the maximum maturity of the Bonds described in Section 2 is 20 years;

RESOLVED by the Board of County Commissioners of Portage County, 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 (subject to any limitations in Section 3) the denomination of $5,000 or any integral multiple thereof.

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

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

"Bond Registrar" means the bank or trust company appointed pursuant to Section 4 as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Bond Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Bond Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

"Bond Registrar Agreement" means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of the Board and executed by at least two members of this Board and the Fiscal Officer in accordance with Section 4.

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

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

"Certificate of Award" means the certificate authorized by Section 6(a), to be executed by at least two members of this Board and the Fiscal Officer, 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.

"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.

"Continuing Disclosure Certificate" means the certificate authorized by Section 6(c), to be substantially in the form on file with the Clerk of the Board, and which, together with the agreements of the County set forth in that Section, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

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

"Fiscal Officer" means the County Auditor.

"Interest Payment Dates" means, unless otherwise determined in the Certificate of Award, June 1 and December 1 of each year that the Bonds are outstanding, commencing June 1, 2011.

"Original Purchaser" means, unless otherwise determined in the Certificate of Award, together, Fifth Third Securities, Inc., and George K. Baum & Company.

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

"Principal Payment Dates" means, unless otherwise determined in the Certificate of Award, December 1 in each of the years from and including 2011 to and including 2030, provided that in no case shall the total number of Principal Payment

Dates exceed the maximum maturity of the Bonds referred to in the preambles hereto.

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

"SEC" means the Securities and Exchange Commission.

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

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

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

Section 2. Authorized Principal Amount and Purpose. This Board determines that it is necessary and in the best interest of the County to issue bonds of the County in the maximum principal amount of $4,250,000 (the Bonds) to pay costs of constructing, improving, furnishing and equipping buildings and structures housing County offices and functions, including the functions of the County Prosecutor.

The aggregate principal amount of Bonds to be issued shall not exceed $4,250,000 and shall be issued in an amount determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award to be the aggregate principal amount of Bonds required to be issued at this time, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchaser, in order to affect the purpose for which the Bonds are to be issued.

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

(a) Interest Rates and Interest Payment Dates. The Bonds shall bear interest at the rate or rates per year (computed on the basis of a 360-day year consisting of 12 30-day months) as shall be determined by at least two members of this

Board and the Fiscal Officer in the Certificate of Award. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in principal amounts as shall be determined by at least two members of this Board and the Fiscal Officer, subject to subsection (c) of this Section, in the Certificate of Award, consistent with their determination of the best interest of and financial advantages to the County.

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

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The 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 (i) 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 such fiscal year and (ii) the true interest cost of the Bonds shall not exceed 6%.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day

preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the Fiscal Officer, in the name and on behalf of the County, in connection with the book entry system.

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

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund 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 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 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 Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered. That option shall be exercised by the County on or before the 15th 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 Fiscal Officer, 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. 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 Fiscal Officer, 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 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 Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds of the maturities, if any, specified in the Certificate of Award shall be subject to redemption by and at the sole option of the County, in whole or in part in integral multiples of $5,000, on the dates, in the years 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 at least two members of this Board and the Fiscal Officer in the Certificate of Award; provided that the earliest optional redemption date for the Bonds shall not be more than 10½ years after the Closing Date, and the redemption price for the earliest optional redemption date shall not be greater than 102%.

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 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 Fiscal Officer to the Bond Registrar, given upon the direction of this Board through adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity 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 are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities selected by the County. If fewer than all of the Bonds of a single maturity are to be redeemed, the selection of Bonds of that maturity to be redeemed, or portions thereof in amounts of $5,000 or any integral multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than $5,000 are then outstanding, each $5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of $5,000. If it is

determined that one or more, but not all, of the $5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a $5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the $5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the fifteenth 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 Section 7, 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 therefore 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 this Board and the Fiscal Officer, 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 Fiscal Officer, shall be numbered as determined by the Fiscal Officer 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 Huntington National Bank is appointed to act as the initial Bond Registrar; provided, however, that at least two members of this Board and the Fiscal Officer are authorized to appoint a different Bond Registrar in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose. At least two members of this Board and the Fiscal Officer shall sign and deliver, in the name and on behalf of the County, the Bond Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of the Board. The Bond Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Bond Registrar Agreement or amendments thereto. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Bond Registrar Agreement, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of

authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

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

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at the office satisfactory to the Fiscal Officer and the Bond Registrar. Subject to the provisions of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated office of the Bond Registrar together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued

and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

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

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

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

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

Section 6. Award and Sale of the Bonds.

(a) To the Original Purchaser. The Bonds shall be sold to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award, plus accrued interest on the Bonds from their date to the Closing Date, and shall be awarded by at least two members of this Board and the Fiscal Officer 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. At least two members of this Board and the Fiscal Officer are 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 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.

At least two members of this Board and the Fiscal Officer 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 members of this Board, the Fiscal Officer, the County Treasurer, the County Prosecuting Attorney, the Assistant Prosecuting Attorney, the Clerk of the Board and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

(b) Primary Offering Disclosure – Official Statement. At least two members of this Board and the Fiscal Officer, on behalf of the County and in their official capacities, are authorized to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) by the County or is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4), (iii) use and distribute, or authorize the use and distribution of, that official statement and any supplements thereto in connection with the original issuance of the Bonds and (iv) complete and sign that official statement as so approved together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of that official statement as they deem necessary or appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees, as the only obligated person with respect to the Bonds under the Rule, to provide or

cause to be provided such financial information and operating data, financial statements and notices, in such manner, as may be required for purposes of the Rule. In order to describe and specify certain terms of the County's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, at least two members of this Board and the Fiscal Officer are authorized and directed to sign and deliver, in the name and on behalf of the County, the Continuing Disclosure Certificate, in substantially the form as is now on file with the Clerk of the Board, with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by at least two members of this Board and the Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of that Certificate or amendments to it. The agreement formed, collectively, by the Bonds, this paragraph and that Certificate, shall be the County's continuing disclosure agreement for purposes of the Rule, and its performance shall be subject to the availability of funds and their annual appropriation to meet costs the County would be required to incur to perform it.

(d) Application for Rating or Bond Insurance; Financing Costs. If, in the judgment of the Fiscal Officer, 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 Fiscal Officer 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 paid by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. The Fiscal Officer 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 Fiscal Officer determines to be necessary in connection with the obtaining of that bond insurance.

The expenditure of the amounts necessary to secure those ratings and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, is authorized and approved, and the Fiscal Officer 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 7. Application of Proceeds. The proceeds from the sale of the Bonds (except any premium and accrued interest) shall be paid into the proper fund or funds and those proceeds are appropriated and shall be used for the purpose for which the Bonds

are being issued. Any proceeds to be used for the payment of any expenses properly allocable to the issuance of the Bonds, as determined by the Fiscal Officer, shall be paid into the proper fund or funds. Any proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

Section 8. Provisions for Tax Levy. There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. In each year to the extent that other funds are available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of other funds so available and appropriated.

Nothing in this Section in any way diminishes the irrevocable pledge of the full faith and credit and revenues of the County to the payment of the debt charges on the Bonds.

Section 9. 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, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest thereon 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 them for the interest on the Bonds to be and to 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 them, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purposes 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 Fiscal Officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation (including designation or treatment of the Bonds as "qualified tax-exempt obligations"), choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the 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, 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, as determined by that officer, 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.

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

Section 10. Certification and Delivery of Resolution and Certificate of Award. The Clerk of the Board is directed to deliver or cause to be delivered a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Auditor.

Section 11. Retention of Bond Counsel. The legal services of Squire, Sanders & Dempsey L.L.P., as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm

shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services.

Section 12. Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 13. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

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

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0806 - RE: A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF $1,565,000 TO PAY COSTS OF IMPROVING PORTAGE COUNTY REGIONAL SEWER DISTRICT BY CONSTRUCTING PROJECT NO. SH-W (06-290), CLEVELAND TO AURORA WATER LINE, PHASE I.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, pursuant to Resolution No. 08-0937, adopted on September 16, 2008, there were issued $1,650,000 of notes in anticipation of the issuance of bonds for the purpose set forth in

Section 1 as part of a consolidated issue of $8,300,000 Various Purpose Notes, Series 2008, which notes were retired at maturity, together with other funds available to the County, with the proceeds of $1,550,000 of notes (the Outstanding Notes) issued in anticipation of bonds pursuant to Resolution No. 09-0823, adopted on September 10, 2009, as part of a consolidated issue of $6,200,000 Various Purpose Notes, Series 2009, which Outstanding Notes mature on September 30, 2010; and

WHEREAS, this Board finds and determines that the County should retire the Outstanding Notes with the proceeds of the Bonds described in Section 2; and

WHEREAS, this Board finds and determines that is necessary and in the best interest of the County to issue the Bonds described in Section 2 to provide funds sufficient, together with other funds available to the County, for that purpose; and

WHEREAS, the County Auditor, as fiscal officer of the County, has certified to this Board that the estimated life or period of usefulness of the improvements described in Section 2 is at least five years, and the maximum maturity of the Bonds described in Section 2 is 40 years;

RESOLVED by the Board of County Commissioners of Portage County, 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 (subject to any limitations in Section 3) the denomination of $5,000 or any integral multiple thereof.

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

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

"Bond Registrar" means the bank or trust company appointed pursuant to Section 4 as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Bond Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Bond Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

"Bond Registrar Agreement" means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of the Board and executed by at least two members of this Board and the Fiscal Officer in accordance with Section 4.

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

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

"Certificate of Award" means the certificate authorized by Section 6(a), to be executed by at least two members of this Board and the Fiscal Officer, 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.

"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.

"Continuing Disclosure Certificate" means the certificate authorized by Section 6(c), to be substantially in the form on file with the Clerk of the Board, and which, together with the agreements of the County set forth in that Section, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of

and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

"Fiscal Officer" means the County Auditor.

"Interest Payment Dates" means, unless otherwise determined in the Certificate of Award, June 1 and December 1 of each year that the Bonds are outstanding, commencing June 1, 2011.

"Original Purchaser" means, unless otherwise determined in the Certificate of Award, together, Fifth Third Securities, Inc., and George K. Baum & Company.

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

"Principal Payment Dates" means, unless otherwise determined in the Certificate of Award, December 1 in each of the years from and including 2011 to and including 2030, provided that in no case shall the total number of Principal Payment Dates exceed the maximum maturity of the Bonds referred to in the preambles hereto.

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

"SEC" means the Securities and Exchange Commission.

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

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

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

Section 2. Authorized Principal Amount and Purpose. This Board determines that it is necessary and in the best interest of the County to issue bonds of the County in the maximum principal amount of $1,565,000 (the Bonds) to pay costs of improving

Portage County Regional Sewer District by constructing Project No. Project No. SH-W (06-290), Cleveland to Aurora Water Line, Phase I.

The aggregate principal amount of Bonds to be issued shall not exceed $1,565,000 and shall be issued in an amount determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award to be the aggregate principal amount of Bonds required to be issued at this time, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchaser, in order to affect the purpose for which the Bonds are to be issued.

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

(a) Interest Rates and Interest Payment Dates. The Bonds shall bear interest at the rate or rates per year (computed on the basis of a 360-day year consisting of 12 30-day months) as shall be determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in principal amounts as shall be determined by at least two members of this Board and the Fiscal Officer, subject to subsection (c) of this Section, in the Certificate of Award, consistent with their determination of the best interest of and financial advantages to the County.

Consistent with the foregoing and in accordance with their determination of the best interest of and financial advantages to the County, at least two members of this Board and the Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date and (ii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the

principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The 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 (i) 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 such fiscal year and (ii) the true interest cost of the Bonds shall not exceed 6%.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the Fiscal Officer, in the name and on behalf of the County, in connection with the book entry system.

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

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund 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 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 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 Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered. That option shall be exercised by the County on or before the 15th 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 Fiscal Officer, 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. 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 Fiscal Officer, 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 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 Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds of the maturities, if any, specified in the Certificate of Award shall be subject to redemption by and at the sole option of the County, in whole or in part in integral multiples of $5,000, on the dates, in the years 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 at least two members of this Board and the Fiscal Officer in the Certificate of Award; provided that the earliest optional redemption date for the Bonds shall not be more than 10½ years after the Closing Date, and the redemption price for the earliest optional redemption date shall not be greater than 102%.

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 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 Fiscal Officer to the Bond Registrar, given upon the direction of this Board through adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity 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 are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities selected by the County. If fewer than all of the Bonds of a single maturity are to be redeemed, the selection of Bonds of that maturity to be redeemed, or portions thereof in amounts of $5,000 or any integral multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than $5,000 are then outstanding, each $5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of $5,000. If it is determined that one or more, but not all, of the $5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a $5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the $5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the fifteenth 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 Section 7, 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 therefore 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 this Board and the Fiscal Officer, 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 Fiscal Officer, shall be numbered as determined by the Fiscal Officer 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 Huntington National Bank is appointed to act as the initial Bond Registrar; provided, however, that at least two members of this Board and the Fiscal Officer are authorized to appoint a different Bond Registrar in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose. At least two members of this Board and the Fiscal Officer shall sign and

deliver, in the name and on behalf of the County, the Bond Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of the Board. The Bond Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Bond Registrar Agreement or amendments thereto. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Bond Registrar Agreement, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

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

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

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at the office satisfactory to the Fiscal Officer and the Bond Registrar. Subject to the provisions of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so

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

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

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

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry

by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

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

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

Section 6. Award and Sale of the Bonds.

(a) To the Original Purchaser. The Bonds shall be sold to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award, plus accrued interest on the Bonds from their date to the Closing Date, and shall be awarded by at least two members of this Board and the Fiscal Officer 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. At least two members of this Board and the Fiscal Officer are 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 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.

At least two members of this Board and the Fiscal Officer 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 members of this Board, the Fiscal Officer, the County Treasurer, the County Prosecuting Attorney, the Assistant Prosecuting Attorney, the Clerk of the Board and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments

and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

(b) Primary Offering Disclosure – Official Statement. At least two members of this Board and the Fiscal Officer, on behalf of the County and in their official capacities, are authorized to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) by the County or is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4), (iii) use and distribute, or authorize the use and distribution of, that official statement and any supplements thereto in connection with the original issuance of the Bonds and (iv) complete and sign that official statement as so approved together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of that official statement as they deem necessary or appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees, as the only obligated person with respect to the Bonds under the Rule, to provide or cause to be provided such financial information and operating data, financial statements and notices, in such manner, as may be required for purposes of the Rule. In order to describe and specify certain terms of the County's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, at least two members of this Board and the Fiscal Officer are authorized and directed to sign and deliver, in the name and on behalf of the County, the Continuing Disclosure Certificate, in substantially the form as is now on file with the Clerk of the Board, with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by at least two members of this Board and the Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of that Certificate or amendments to it. The agreement formed, collectively, by the Bonds, this paragraph and that Certificate, shall be the County's continuing disclosure agreement for purposes of the Rule, and its performance shall be subject to the availability of funds and their annual appropriation to meet costs the County would be required to incur to perform it.

(d) Application for Rating or Bond Insurance; Financing Costs. If, in the judgment of the Fiscal Officer, 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 Fiscal Officer 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 paid by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. The Fiscal Officer 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 Fiscal Officer determines to be necessary in connection with the obtaining of that bond insurance.

The expenditure of the amounts necessary to secure those ratings and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, is authorized and approved, and the Fiscal Officer 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 7. Application of Proceeds. The proceeds from the sale of the Bonds (except any premium and accrued interest) shall be paid into the proper fund or funds and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued. Any proceeds to be used for the payment of any expenses properly allocable to the issuance of the Bonds, as determined by the Fiscal Officer, shall be paid into the proper fund or funds. Any proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

Section 8. Provisions for Tax Levy. There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. In each year to the extent revenues from Portage County Regional Sewer District are legally available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of revenues so available and appropriated.

Nothing in this Section in any way diminishes the irrevocable pledge of the full faith and credit and revenues of the County to the payment of the debt charges on the Bonds.

Section 9. 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, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest thereon 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 them for the interest on the Bonds to be and to 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 them, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purposes 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 Fiscal Officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation (including designation or treatment of the Bonds as "qualified tax-exempt obligations"), choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the 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, 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, as determined by that officer, 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.

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

Section 10. Certification and Delivery of Resolution and Certificate of Award. The Clerk of the Board is directed to deliver or cause to be delivered a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Auditor.

Section 11. Retention of Bond Counsel. The legal services of Squire, Sanders & Dempsey L.L.P., as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services.

Section 12. Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 13. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

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

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0807 - RE: A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF $525,000 TO PAY COSTS OF IMPROVING PORTAGE COUNTY REGIONAL SEWER DISTRICT BY CONSTRUCTING PROJECT NO. FR-2 (06-120), TWIN LAKES WWTP PRELIMINARY TREATMENT.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, the County Auditor, as fiscal officer of the County, has certified to this Board that the estimated life or period of usefulness of the improvements described in Section 2 is at least five years, and the maximum maturity of the Bonds described in Section 2 is 40 years;

RESOLVED, by the Board of County Commissioners of Portage County, 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 (subject to any limitations in Section 3) the denomination of $5,000 or any integral multiple thereof.

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

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

"Bond Registrar" means the bank or trust company appointed pursuant to Section 4 as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Bond Registrar Agreement and until a

successor Bond Registrar shall have become such pursuant to the provisions of the Bond Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

"Bond Registrar Agreement" means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of the Board and executed by at least two members of this Board and the Fiscal Officer in accordance with Section 4.

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

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

"Certificate of Award" means the certificate authorized by Section 6(a), to be executed by at least two members of this Board and the Fiscal Officer, 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.

"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.

"Continuing Disclosure Certificate" means the certificate authorized by Section 6(c), to be substantially in the form on file with the Clerk of the Board, and which, together with the agreements of the County set forth in that Section, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

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

"Fiscal Officer" means the County Auditor.

"Interest Payment Dates" means, unless otherwise determined in the Certificate of Award, June 1 and December 1 of each year that the Bonds are outstanding, commencing June 1, 2011.

"Original Purchaser" means, unless otherwise determined in the Certificate of Award, together, Fifth Third Securities, Inc., and George K. Baum & Company.

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

"Principal Payment Dates" means, unless otherwise determined in the Certificate of Award, December 1 in each of the years from and including 2011 to and including 2030, provided that in no case shall the total number of Principal Payment Dates exceed the maximum maturity of the Bonds referred to in the preambles hereto.

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

"SEC" means the Securities and Exchange Commission.

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

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

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

Section 2. Necessity and Authorization of Construction of Improvement; Authorized Principal Amount and Purpose. This Board has heretofore (i) established the Portage County Regional Sewer District, (ii) caused to be prepared a general plan of sewerage for that District and (iii) approved that general plan in original form and as it has been revised from time to time. This Board now declares it to be necessary for the preservation and promotion of the public health and welfare to construct, in accordance with the general plan of sewerage for the Portage County Regional Sewer District, as amended, Project No. FR-2 (06-120), Twin Lakes WWTP Preliminary Treatment. This Board determines that no special assessments are to be levied and collected to pay any part of the cost of that improvement.

This Board authorizes the construction of Project No. FR-2 (06-120), Twin Lakes WWTP Preliminary Treatment, and the expenditure of funds required for its construction from (i) the proceeds of the Bonds, (ii) Portage County Regional Sewer District revenues or (iii) other funds legally available to the County and appropriated for that purpose.

This Board determines that it is necessary and in the best interest of the County to issue bonds of the County in the maximum principal amount of $525,000 (the Bonds) to pay costs of improving Portage County Regional Sewer District by constructing Project No. FR-2 (06-120), Twin Lakes WWTP Preliminary Treatment.

The aggregate principal amount of Bonds to be issued shall not exceed $525,000 and shall be issued in an amount determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award to be the aggregate principal amount of Bonds required to be issued at this time, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchaser, in order to affect the purpose for which the Bonds are to be issued.

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

(a) Interest Rates and Interest Payment Dates. The Bonds shall bear interest at the rate or rates per year (computed on the basis of a 360-day year consisting of 12 30-day months) as shall be determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in principal amounts as shall be determined by at least two members of this Board and the Fiscal Officer, subject to subsection (c) of this Section, in the Certificate of Award, consistent with their determination of the best interest of and financial advantages to the County.

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

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The 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 (i) 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 such fiscal year and (ii) the weighted average of the rate or rates of interest per year to be borne by the Bonds, determined by taking into account the respective principal amounts of the Bonds and terms to maturity of those principal amounts of Bonds, shall not exceed 6½% 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 and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any

premium on the Bonds shall be payable in the manner provided in any agreement entered into by the Fiscal Officer, in the name and on behalf of the County, in connection with the book entry system.

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

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund 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 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 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 Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered. That option shall be exercised by the County on or before the 15th 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 Fiscal Officer, 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. 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 Fiscal Officer, 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 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 Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds of the maturities, if any, specified in the Certificate of Award shall be subject to redemption by and at the sole option of the County, in whole or in part in integral multiples of $5,000, on the dates, in the years 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 at least two members of this Board and the Fiscal Officer in the Certificate of Award; provided that the earliest optional redemption date for the Bonds shall not be more than 10½ years after the Closing Date, and the redemption price for the earliest optional redemption date shall not be greater than 102%.

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 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 Fiscal Officer to the Bond Registrar, given upon the direction of this Board through adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity 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 are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities selected by the County. If fewer than all of the Bonds of a single maturity are to be redeemed, the selection of Bonds of that maturity to be redeemed, or portions thereof in amounts of $5,000 or any integral multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than $5,000 are then outstanding, each $5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of $5,000. If it is determined that one or more, but not all, of the $5,000 units of principal amount

represented by a Bond are to be called for redemption, then, upon notice of redemption of a $5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the $5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the fifteenth 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 Section 7, 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 this Board and the Fiscal Officer, 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 Fiscal Officer, shall be numbered as determined by the Fiscal Officer 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 Huntington National Bank is appointed to act as the initial Bond Registrar; provided, however, that at least two members of this Board and the Fiscal Officer are authorized to appoint a different Bond Registrar in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose. At least two members of this Board and the Fiscal Officer shall sign and deliver, in the name and on behalf of the County, the Bond Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of the Board. The Bond Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Bond Registrar Agreement or amendments thereto. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Bond Registrar Agreement, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond

Registrar or by any other person acting as an agent of the Bond Registrar and approved by the Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

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

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at the office satisfactory to the Fiscal Officer and the Bond Registrar. Subject to the provisions of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the principal corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated office of the Bond Registrar together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the

County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

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

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

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

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

Section 6. Award and Sale of the Bonds.

(a) To the Original Purchaser. The Bonds shall be sold to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by at least two members of this Board and the Fiscal Officer in the Certificate of Award, plus accrued interest on the Bonds from their date to the Closing Date, and shall be awarded by at least two members of this Board and the Fiscal Officer 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. At least two members of this Board and the Fiscal Officer are 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 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.

At least two members of this Board and the Fiscal Officer 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 members of this Board, the Fiscal Officer, the County Treasurer, the County Prosecuting Attorney, the Assistant Prosecuting Attorney, the Clerk of the Board and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

(b) Primary Offering Disclosure – Official Statement. At least two members of this Board and the Fiscal Officer, on behalf of the County and in their official capacities, are authorized to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) by the County or is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4), (iii) use and distribute, or authorize the use and distribution of, that official statement and any supplements thereto in connection with the original issuance of the Bonds and (iv) complete and sign that official statement as so approved together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of that official statement as they deem necessary or appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees, as the only obligated person with respect to the Bonds under the Rule, to provide or

cause to be provided such financial information and operating data, financial statements and notices, in such manner, as may be required for purposes of the Rule. In order to describe and specify certain terms of the County's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, at least two members of this Board and the Fiscal Officer are authorized and directed to sign and deliver, in the name and on behalf of the County, the Continuing Disclosure Certificate, in substantially the form as is now on file with the Clerk of the Board, with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by at least two members of this Board and the Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of that Certificate or amendments to it. The agreement formed, collectively, by the Bonds, this paragraph and that Certificate, shall be the County's continuing disclosure agreement for purposes of the Rule, and its performance shall be subject to the availability of funds and their annual appropriation to meet costs the County would be required to incur to perform it.

(d) Application for Rating or Bond Insurance; Financing Costs. If, in the judgment of the Fiscal Officer, 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 Fiscal Officer 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 paid by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. The Fiscal Officer 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 Fiscal Officer determines to be necessary in connection with the obtaining of that bond insurance.

The expenditure of the amounts necessary to secure those ratings and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid or reimbursed by the Original Purchaser in accordance with the Bond Purchase Agreement, is authorized and approved, and the Fiscal Officer 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 7. Application of Proceeds. The proceeds from the sale of the Bonds (except any premium and accrued interest) shall be paid into the proper fund or funds and those proceeds are appropriated and shall be used for the purpose for which the Bonds

are being issued. Any proceeds to be used for the payment of any expenses properly allocable to the issuance of the Bonds, as determined by the Fiscal Officer, shall be paid into the proper fund or funds. Any proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

Section 8. Provisions for Tax Levy. There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. In each year to the extent revenues from Portage County Regional Sewer District are legally available for the payment of the debt charges on the Bonds and are appropriated for that purpose, the amount of the tax shall be reduced by the amount of revenues so available and appropriated.

Nothing in this Section in any way diminishes the irrevocable pledge of the full faith and credit and revenues of the County to the payment of the debt charges on the Bonds.

Section 9. 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, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest thereon 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 them for the interest on the Bonds to be and to 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 them, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purposes 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 Fiscal Officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation (including designation or treatment of the Bonds as "qualified tax-exempt obligations"), choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the 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, 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, as determined by that officer, 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.

Section 10. Certification and Delivery of Resolution and Certificate of Award. The Clerk of the Board is directed to deliver or cause to be delivered a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Auditor.

Section 11. Retention of Bond Counsel. The legal services of Squire, Sanders & Dempsey L.L.P., as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services.

Section 12. Satisfaction of Conditions for Bond Issuance. This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 13. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

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

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0808 - RE: BILLS APPROVED AND CERTIFIED TO THE PORTAGE COUNTY AUDITOR FOR PAYMENT.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

RESOLVED, that the bills were approved and certified to the County Auditor for payment, contingent upon the review of the Portage County Department of Budget and Financial Management or other designee on September 2, 2010 in the total payment amount of **$186,021.75 for Funds 0001-8101** as set forth in the Accounts Payable Warrant Report on file in the office of the Portage County Auditor; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0809 - RE: WIRE TRANSFER APPROVED AND CERTIFIED TO THE PORTAGE COUNTY AUDITOR FOR PAYMENT.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

RESOLVED, that the bills were approved and certified to the County Auditor for payment, contingent upon the review of the Portage County Department of Budget and Financial Management or other designee on September 2, 2010 in the total payment amount as follows:

1. $124,916.18 for Medical Mutual Claims-Fund 7101; and

as set forth in the Accounts Payable Warrant Report on file in the office of the Portage County Auditor; and be it further

RESOLVED, that the Board of Commissioners authorizes the wire transfer for the charges relating to health benefits, as presented by the Portage County Auditor's Office:

Wire Transfer on Friday, September 3, 2010 $ 124,916.18

and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0810 - RE: APPROVAL OF JOURNAL VOUCHERS/ENTRIES.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, the Ohio Revised Code requires that warrants be approved by the Board of Commissioners prior to their issuance, and

WHEREAS, there are other similar financial transactions defined as journal vouchers/entries that are dissimilar in that they are used to pay for charges for services from one county department and/or fund to another department and/or fund and thus are processed in lieu of issuing a warrant, and

WHEREAS, the Journal Vouchers/Entries are recommended by the County Auditor's Office for review and approval by the Board of Commissioners; now therefore be it

RESOLVED, that the Board of Commissioners approves the following Journal Vouchers/Entries as presented by the County Auditor's Office:

09/02/10	105	100.00
09/02/10	104	50.00
09/02/10	103	325.00
09/02/10	102	9,793.85
09/02/10	101	31,055.23
09/02/10	100	52,254.49
09/02/10	99	7,595.00
09/02/10	98	57,251.92
Total		$ 158,425.49

and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Roll call vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0811 - RE: ACCEPTANCE OF THEN AND NOW CERTIFICATIONS FOR PAYMENT.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

WHEREAS, Ohio Revised Code Section 5705.41 (D)(1) authorizes the expenditure of moneys, provided a certificate of the County Auditor is supplied stating that there was at the time of the making of such contract or order and at the time of the execution of such

certificate a sufficient sum appropriated for the purpose of such contract and in the treasury or in process of collection to the credit of an appropriate fund free from any previous encumbrances (Then and Now Certification), and

WHEREAS, the Then and Now Certification is recommended by the State Auditor's Office, the Portage County Auditor's Office, and the Portage County Prosecutor's Office, and

WHEREAS, a listing of expenditures, attached hereto as Exhibit "A" and incorporated herein by reference, has been certified by the County Auditor according to Ohio Revised Code section 5705.41 (D)(1); now therefore be it

RESOLVED, that the expenditures listed herein are properly certified by the County Auditor in the amount of **$17,148.68** as set forth in Exhibit "A" dated **September 2, 2010** shall be paid; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice Vote as Follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0812 - RE: TERMINATION OF THE TWO ENTERPRISE ZONE AGREEMENTS BETWEEN CARDINAL PACKAGING, PORTAGE COUNTY AND THE CITY OF STREETSBORO

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

WHEREAS, on December 16, 2002 Streetsboro City Council adopted Ordinance No. 2002-203, and on March 6, 2003 the Board of Portage County Commissioners adopted Resolution No. 03-0192 granting an Enterprise Zone agreement to Cardinal Packaging.; and

WHEREAS, on March 31, 2003 Streetsboro City Council adopted Ordinance No. 2003-58, and on May 8, 2003 the Board of Portage County Commissioners adopted Resolution No. 03-0407 granting a second (2nd) Enterprise Zone Agreement to Cardinal Packaging; and

WHEREAS, it is the determination of the City of Streetsboro by City Ordinance No. 2010-61 adopted July 12, 2010 that both Enterprise Zone Tax Abatement Agreement by and between the City of Streetsboro, Portage County and Cardinal Packaging be

terminated due to the fact the company has requested the agreements be terminated as personal property is no longer taxed in the State of Ohio and they are no longer receiving the benefits of either Enterprise Zone Agreement; now therefore be it

RESOLVED, that in concurrence with the recommendation of the City of Streetsboro and pursuant to 5709.63 of the Ohio Revised Code, the Board of Portage County Commissioners does hereby agree that the above listed Enterprise Zone Agreement be and hereby is terminated; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 this formal action was in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0813 - RE: TERMINATION OF THE ENTERPRISE ZONE AGREEMENT BETWEEN ELECTROVATIONS, INC., THE CITY OF AURORA AND PORTAGE COUNTY

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

WHEREAS, the City of Aurora by Ordinance No. 2000-245 adopted September 25, 2000, entered into an Enterprise Zone Agreement with Electrovations, Inc.. The Board of Commissioners of Portage County by Resolution No. 00-936 dated December 7, 2000, agreed to approve the Enterprise Zone Agreement by and between the City of Aurora, Portage County and Electrovations, Inc.; and

WHEREAS, the City of Aurora by Ordinance No. 2003-088 adopted June 23, 2003 entered into an Amendment No. 1 to extend the time for Electrovations, Inc. to complete their project in the Enterprise Zone Agreement. The Board of Commissioners of Portage County by Resolution 03-0796 dated September 16, 2003, agreed to approve the Amendment No. 1 by and between the City of Aurora, Portage County and Electrovations, Inc.; and

WHEREAS, the City of Aurora by Ordinance No. 2010-095 adopted June 28, 2010 terminated the Enterprise Zone agreement between Electrovations, the City of Aurora and Portage County due to the fact the company has requested the agreement be terminated as

personal property is no longer taxed in the State of Ohio and they are no longer receiving the benefits of the Enterprise Zone Agreement; now therefore be it

RESOLVED, that in concurrence with the recommendation of the City of Aurora and pursuant to 5709.63 of the Ohio Revised Code, the Board of Portage County Commissioners does hereby agree that the above listed Enterprise Zone Agreement be and hereby is terminated; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 this formal action was in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0814 - RE: TERMINATION OF THE ENTERPRISE ZONE AGREEMENT BETWEEN STAR OF THE WEST MILLING, INC., PORTAGE COUNTY AND THE CITY OF KENT

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

WHEREAS, on September 19, 2001 Kent City Council adopted Ordinance No. 2001-79, and on November 6, 2001 the Board of Portage County Commissioners adopted Resolution No. 01-896 granting an Enterprise Zone agreement to Star of the West Milling, Inc.; and

WHEREAS, it is the determination of the City of Kent by City Ordinance No. 2010-61 adopted July 21, 2010 that the Enterprise Zone Tax Abatement Agreement by and between the City of Kent, Portage County and Star of the West Milling be terminated due to the fact the company has requested the agreement be terminated as personal property is no longer taxed in the State of Ohio and they are no longer receiving the benefits of their Enterprise Zone Agreement; now therefore be it

RESOLVED, that in concurrence with the recommendation of the City of Kent and pursuant to 5709.63 of the Ohio Revised Code, the Board of Portage County Commissioners does hereby agree that the above listed Enterprise Zone Agreement be and hereby is terminated; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 this formal action was in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0815 - RE: TERMINATION OF THE ENTERPRISE ZONE AGREEMENT BETWEEN McMASTER CARR SUPPLY CO., THE CITY OF AURORA AND PORTAGE COUNTY

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

WHEREAS, the City of Aurora by Ordinance No. 2005-093 adopted June 27, 2005, entered into an Enterprise Zone Agreement with McMaster Carr Supply Co. The Board of Commissioners of Portage County by Resolution No. 05-0922 dated August 30, 2005, agreed to approve the Enterprise Zone Agreement by and between the City of Aurora, Portage County and McMaster Carr Supply Co.; and

WHEREAS, the City of Aurora by Ordinance No. 2010-094 adopted June 28, 2010 terminated the Enterprise Zone agreement between McMaster Carr Supply Co., the City of Aurora and Portage County due to the fact the company has requested the agreement be terminated as personal property is no longer taxed in the State of Ohio and they are no longer receiving the benefits of the Enterprise Zone Agreement; now therefore be it

RESOLVED, that in concurrence with the recommendation of the City of Aurora and pursuant to 5709.63 of the Ohio Revised Code, the Board of Portage County Commissioners does hereby agree that the above listed Enterprise Zone Agreement be and hereby is terminated; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 this formal action was in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0816 - RE: ACCEPT AND AWARD THE BID OF LOCKHART CONCRETE COMPANY FOR 16' X 6' X 36' PRECAST REINFORCED CONCRETE BOX CULVERT FOR INSTALLATION ON COOLEY ROAD (SHA 146 TH 217B) OVER WEST BRANCH OF THE MAHONING RIVER IN SHALERSVILLE TOWNSHIP, PORTAGE COUNTY.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, one (1) sealed bid was received, tabulated and recorded on August 4, 2010 for furnishing all labor, materials and equipment necessary to install a 16' x 6' x 36' Precast Reinforced Concrete Box Culvert on Cooley Road (SHA 146 TH 217B) over the West Branch of the Mahoning River in Shalersville Township, Portage County; and

WHEREAS, after reviewing said bid it was the recommendation of the Portage County Engineer that the bid of **Lockhart Concrete Company** be accepted as the lowest and best bid received; now therefore be it

RESOLVED, that the bid of **Lockhart Concrete Company** be accepted and awarded as the lowest and best bid received in accordance with specifications and plans prepared to install a 16' x 6' x 36' Precast Reinforced Concrete Box Culvert on Cooley Road (SHA 146 TH 217B) over the West Branch of the Mahoning River in Shalersville Township, Portage County, and be it further

RESOLVED, that a contract be entered into with **Lockhart Concrete Company**, 800 Waterloo Road, Akron, Ohio 44314, in the total amount of **$74,000.00**; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meetings open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote as follows:

Christopher Smeiles, Yea; Maureen T. Frederick, Yea; Charles W. Keiper II, Yea;

* * * * *

RESOLUTION No. 10-0817 - RE: ACCEPT AND AWARD THE BID OF LOCKHART CONCRETE COMPANY FOR 12' X 6' X 40' PRECAST

REINFORCED CONCRETE BOX CULVERT FOR INSTALLATION ON FROST ROAD (MAN 137 CH197J) OVER BLACK BROOK DITCH IN MANTUA TOWNSHIP, PORTAGE COUNTY.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, one (1) sealed bid was received, tabulated and recorded on August 4, 2010 for furnishing all labor, materials and equipment necessary to install a 12' x 6' x 40' Precast Reinforced Concrete Box Culvert on Frost Road (MAN 137 CH197J) over Black Brook Ditch in Mantua Township, Portage County; and

WHEREAS, after reviewing said bid it was the recommendation of the Portage County Engineer that the bid of **Lockhart Concrete Company** be accepted as the lowest and best bid received; now therefore be it

RESOLVED, that the bid of **Lockhart Concrete Company** be accepted and awarded as the lowest and best bid received in accordance with specifications and plans prepared to install a 12' x 6' x 40' Precast Reinforced Concrete Box Culvert on Frost Road (MAN 137 CH197J) over Black Brook Ditch in Mantua Township, Portage County, Portage County, and be it further

RESOLVED, that a contract be entered into with **Lockhart Concrete Company**, 800 Waterloo Road, Akron, Ohio 44314, in the total amount of **$69,000.00**; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meetings open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote as follows:

Christopher Smeiles, Yea; Maureen T. Frederick, Yea; Charles W. Keiper II, Yea;

* * * * *

RESOLUTION No. 10-0818 - **RE: ACCEPT PROPOSAL FROM JOHN WACKERLY FOR PROVIDING PROFESSIONAL SERVICES FOR THE PORTAGE COUNTY ANNUAL BRIDGE INSPECTION PROGRAM AND TO LOAD RATE 5 BRIDGES.**

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, the Portage County Engineer received a proposal from John Wackerly, P.E. to perform bridge inspections on the County's 173 bridges and perform load ratings on 5 bridges; and

WHEREAS, it is the recommendation of the Portage County Engineer that the proposal of John Wackerly, P.E. be accepted to perform said bridge inspections and load ratings; now therefore be it

RESOLVED, that the Portage County Board of Commissioners does hereby accept the proposal of John Wackerly, P.E., 288 West Hull Drive, Delaware, Ohio, to perform bridge inspections on the County's 173 bridges and perform load rating on 5 bridges at a cost of $13,065.00 and be it further

RESOLVED, that the Portage County Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meetings open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0819 - RE: ESTABLISHING A DATE, TIME AND PLACE FOR PUBLIC HEARING ON PETITION FOR REGULAR ANNEXATION OF 139.3981 ACRES OF LAND FROM HIRAM TOWNSHIP TO HIRAM VILLAGE.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, Ohio Revised Code 709.03 (R.C.) provides that once a petition described in section 709.02 of the Revised Code is filed, the Clerk of the Board of Commissioners shall cause the petition to be entered upon the journal of the Board at its next regular session. This entry shall be the first official act of the Board on the petition; and

WHEREAS, Ohio Revised Code Chapter 709, including but not limited to Section 709.03 through 709.032 provides that within five days of the filing of the petition, the Board shall set the date, time, and place for the hearing on the petition and shall notify the agent for the petitioners. The date for the hearing shall be not less than sixty or more than ninety days after the petition is filed with the Clerk of the Board; and

WHEREAS, Ohio Revised Code 709.031(A) provides that within five days after the petition for annexation is filed with the Board of Commissioners, the Clerk of the Board shall refer the legal description of the perimeter and the map or plat of the territory proposed to be annexed to the County Engineer for a report upon the accuracy of the legal description of the perimeter, map, or plat. Upon receiving these items, the County Engineer shall file, at least twenty-five days before the hearing, a written report with the board based on the engineer's findings, which shall not be conclusive upon the Board. Failure of the Engineer to make the report shall not affect the jurisdiction or duty of the Board to proceed; and

WHEREAS, a Petition for Annexation has been filed with the Clerk of this Board on July 30, 2010 as described in the title hereof, and

WHEREAS, as described in the Portage County Standard Governing the Conveyances of Real Property, adopted May 22, 1998, only an annexation submitted in the form of a plat and description will be accepted by the Tax Map Department and County Auditor's office; and

WHEREAS, said petition received July 30, 2010 did not include a plat map; now therefore be it

WHEREAS, on August 27, 2010, the Board of Commissioners received the plat map and can officially accept the petition for annexation at the first regular session of the Board since the Petition was filed; now therefore be it

RESOLVED, that the Board of County Commissioners of Portage County does hereby attest to the following:

Section 1: On July 30, 2010, a Petition for Annexation, as described in R.C. Chapter 709, was filed with the Clerk of this Board. Said Petition seeks to annex territory as described in the title of this Resolution. Said Petition names Attorney Douglas Paul and Mr. Thomas Chema as agent for the petitioners.

Section 2: In accordance with R.C. 709.02 and 709.03, said Petition, along with receipt of the plat map for Annexation, is hereby entered upon the Journal of this Board at its next regular session on August 31, 2010.

Section 3: In accordance with R.C. Chapter 709, as the same applies to the type of Petition filed, and in accordance with the standing instructions of this Board on scheduling hearings upon Petitions for Annexation, if a hearing is required by R.C. Chapter 709, the hearing of this Petition for Annexation shall occur on ***Thursday, November 18, 2010 at 2:00 PM.*** *The hearing will be held in the Portage County Board of Commissioners' Board Room, 7th Floor, 449 South Meridian St., Ravenna, Ohio;*

Section 4: In accordance with R.C. 709.031, the Clerk of the Board shall refer the legal description of the perimeter and the map or plat of the territory proposed to be annexed to the County Engineer for a report upon the accuracy of the legal description of the perimeter, map, or plat. The Board requests the county engineer file a written report with the Board based on the Engineer's findings at least twenty-five days before the hearing.

Section 5: In accordance with R.C. Chapter 709, the petition is referred to the Prosecutor's Office for a determination of the accuracy of the representations of the petition as to ownership, and for a determination as to which annexation procedures in R.C. Chapter 709 the petition qualifies; and be it further

Section 6: The Clerk of the Board may forward a copy of this Resolution to the following:

Hiram Township Trustees
Hiram Village
Hiram Village Road Supervisor
Ohio Department Natural Resources
Portage County Economic Development
Portage County Regional Planning Commission
Portage County Water Resources Department
Portage County Building Department
Portage County Auditor's Office
Portage County Prosecutor's Office
Portage County Tax Map Department; and be it further

RESOLVED, that the Agent for the Petitioner is hereby directed to furnish affidavits proving Publication of Notice and Service of Notice as required by Sections 709.03.1 and 709.031 of the Ohio Revised Code; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote as follows:

Christopher Smeiles, Yea; Charles W. Keiper II, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0820 - RE: ACKNOWLEDGE RECEIPT OF THE LETTER OF AGREEMENT (AMENDMENT NO. 1) TO THE GRANT AGREEMENT

BETWEEN THE BOARD OF COMMISSIONERS AND THE FEDERAL AVIATION ADMINISTRATION FOR THE PORTAGE COUNTY AIRPORT.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

WHEREAS, the Board of Portage County Commissioners adopted Resolution 07-0683 on July 10, 2007 agreeing to enter into a grant agreement for FAA Project No. 3-39-0099-1907 between the Portage County Board of Commissioners and the **Federal Aviation Administration (FAA) in the amount of $279,000** for the specific purpose of "Install Automated Weather Observing System (AWOS); Acquire Land for Development (Fee Simple, approximately 0/69 Acres – Phase 1 – 0.4 acres" **with a local Portage County General Fund match of $14,684 for a project total of $293,684**; and

WHEREAS, the FAA sent a Letter of Agreement (Amendment No. 1) to the Portage County Regional Airport increasing the grant amount from $279,000 to $293,185; and

WHEREAS, the Board of Commissioners notes that the local match amount is increased by $747; now therefore be it

RESOLVED, that the Board of Commissioners acknowledges the receipt of the Letter of Agreement (Amendment No. 1) agreement for FAA Project No. 3-39-0099-1907 between the Portage County Board of Commissioners and the **Federal Aviation Administration (FAA) in a new amount of $293,185;** and be it further

RESOLVED, that the Board of Commissioners notes that the local match amount is increased by $747 and must be paid entirely by the Portage County Regional Airport; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice Vote follows:

Charles W. Keiper II, Yea; Maureen T. Frederick, Yea; Christopher Smeiles, Yea;

* * * * *

RESOLUTION No. 10-0821 - RE: ENTER INTO AN AGREEMENT BETWEEN THE PORTAGE COUNTY COMMISSIONERS AND COPE TREATMENT CENTERS INC.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following Resolution be adopted:

WHEREAS, Portage County has received additional grant funds, as the result of a grant received through the Ohio Department of Rehabilitation and Corrections, to operate a Dual Diagnosis Offender's Clinic Program for felony offenders that has been implemented at the Portage County Adult Probation Offices in Ravenna, Ohio; now therefore be it

RESOLVED, that the Board of Commissioners hereby agrees to engage the **COPE Treatment Centers, Inc. (CTC) 4171 W. Middletown Rd., Canfield OH 44406,** to perform consulting services for the period of July 1, 2010 through June 30, 2011, in an amount not to exceed Three thousand, six hundred and 00/100 dollars ($3,600.00.00); and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10 -0822 - RE: ENTER INTO REAL ESTATE LEASE AGREEMENT FOR THE PROPERTY LOCATED AT 213 SOUTH CHESTNUT STREET, RAVENNA, OHIO.

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

WHEREAS, the Board of Commissioners wishes to lease real estate property situated in the County of Portage, known for street numbering purposes as 213 South Chestnut Street, Ravenna, Ohio; and

WHEREAS, Attorneys Thomas J. Sicuro and William G. Simon have an interest in leasing said property; now therefore be it

RESOLVED, that the Board of Portage County Commissioners does hereby agree to enter into a Lease Agreement for the property listed above with Attorneys Thomas J. Sicuro and William G. Simon for a term of one (1) year, beginning August 1, 2010 and ending July 31, 2011; and be it further

RESOLVED, that the amount of rent shall be Nine hundred thirty-three and 78/100 dollars ($933.78) per month; and be it further

RESOLVED, that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTION No. 10-0823 - RE: AWARD AND ENTER INTO AN AGREEMENT WITH R2K CONTRACTING, INC. FOR THE COLEMAN PROFESSIONAL SERVICES 2009 CDBG RESIDENCE REMODELING PROJECT, 164 EAST SPRUCE STREET, RAVENNA, OHIO, 44266

It was moved by Christopher Smeiles, seconded by Maureen T. Frederick that the following resolution be adopted:

WHEREAS: four (4) contractors and one (1) plan house requested and received the specifications for the remodeling project at the Coleman Professional Services residence at 164 East Spruce St., Ravenna OH; and

WHEREAS: on August 11, 2010 the Portage County Internal Services Department received, opened and tabulated two (2) bids; and

WHEREAS: the lowest and best bid meeting all specifications was submitted by R2K Contracting, Inc. for General Work (Includes Plumbing Electrical Work) in the amount of Forty thousand, six hundred sixty eight and 00/100 dollars ($40,668.00) and Two thousand, seven hundred, twenty-four ($2,724.00) for Alternate 1 (Material & labor to remove and replace outside water service to existing water meter) and One thousand, one hundred twenty-five and 00/100 dollars ($1,125.00) for Alternate 2 (Remove and replace with two new interior entrance doors); now therefore be it

RESOLVED: that the Portage County Board of Commissioners enter into an agreement with R2K Contracting, Inc. for the amount of Forty-four thousand, five hundred seventeen and 00/100 dollars ($44,517.00); paid for through the Community Development Block Grant 2009 Formula Allocation grant activity set aside for this project; and be it further

RESOLVED: that the Board of Commissioners finds and determines that all formal actions of 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 those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote as follows:

Charles W. Keiper II, Yea; Christopher Smeiles, Yea; Maureen T. Frederick, Yea;

* * * * *

RESOLUTIONS
September 2, 2010

1. Approval of Meeting Minutes from the August 31, 2010 regular Board Meeting as presented.
2. Approve the Bills as presented by the County Auditor and reviewed by the Department of Budget & Financial Management./10-0808
3. Approve the wire transfer as presented by the County Auditor./10-0809
4. Approve the Journal Vouchers as presented by the County Auditor./10-0810
5. Approve Then & Now as presented by the County Auditor./10-0811
6. Resolution presented by the Department of Budget and Finance to adopt a resolution declaring the necessity of a transfer of an amount not to exceed $2,000,0000.00 from Fund 7101, Health Benefits Program Fund To Fund 0001, General Fund and all Health Benefit Contributing Funds, Funds 1000 Through 8912 within Portage County Government and authorizing the preparation of a petition requesting such transfer and the filing of such petition with the Tax Commissioner and the Court of Common Pleas of Portage County, Ohio.
7. Termination of two (2) Enterprise Zone Agreements between Cardinal Packaging, Portage County and the City of Streetsboro (Economic Development)./10-0812
8. Termination of the Enterprise Zone Agreement between Electrovations, Inc., the City of Aurora and Portage County (Economic Development)./10-0813
9. Termination of the Enterprise Zone Agreement between Star of the West Milling, Inc., Portage County and the City of Kent (Economic Development)./10-0814
10. Termination of the Enterprise Zone Agreement between McMaster Carr Supply Company, the City of Aurora and Portage County (Economic Development)./10-0815
11. Accept and award the bid of Lockhart Concrete Company for 16'x6'x36' precast reinforced concrete box culvert for installation on Cooley Road (SHA 146 TH 217B) over West Branch of the Mahoning River in Shalersville Township, Portage County. (County Engineer)./10-0816

12. Accept and award the bid of Lockhart Concrete Company for 12'x6'x40' precast reinforced concrete box culvert for installation on Frost Road (MAN 137 HC197J) over Black Brook Ditch in Mantua Township, Portage County. (County Engineer)./10-0817

13. Accept proposal from John Wackerly for providing professional services for the Portage County Annual Bridge Inspection Program and to load rate five (5) bridges (County Engineer)./10-0818

14. Resolution to establish a date, time and place for public hearing on a petition for regular annexation of 139.3981 acres of land from Hiram Township to Hiram Village./10-0819

* * * * *

INVITATIONS/MEETING NOTICES
September 2, 2010

1. Meeting notice from the Ohio Department of Development for the 2010 Community Development Conference at Salt Fork State Park in Cambridge, Wednesday-Friday, November 3-5, 2010.

2. Invitation from CT Consultants for the Grand Opening of the Mentor location on Thursday, September 16, 2010, 3:00-7:00 PM.

* * * * *

INCOMING CORRESPONDENCE
DISCUSSION
September 2, 2010

1. August 24, 2010 correspondence from Lynda Kitchen to Mayor Hal Lehman, Brady Lake Village, regarding trees on the right of way/No action at this time; the Board of Commissioners noted that the County Engineer has advised that the trees are located in the right-of-way of the unimproved side road off Ninth Street and not on county owned property making the Village responsible.

2. August 30, 2010 e-mail from Chris Craycroft, Park District, requesting Board consideration to waive certificates of additional insured from the various participants in the Tinkers Creek Festival on September 19, 2010/Journal Entry waiver of requirements.

3. Board of Commissioners to acknowledge the receipt of the August 12, 2010 correspondence from the US Department of Transportation Federal Aviation Administration to increase the maximum obligation of the United States by $14,185 (from $279,000 to $293,185) to cover the Federal share of the total actual eligible and allowable project costs of the Grant Agreement entitled AIP Project No. 3-39-0099-1907 (Letter of Agreement Amendment No. 1) for the Portage County Regional Airport Authority and send letter to the Airport Board/10-0820

4. Discussion: Does the Board wish to advertise in the 2011 Aurora Community and Events Guide $125.00-$450.00/No

5. August 31, 2010 correspondence from Michael Coury, Generations Healthcare Management, indicating termination of the Management Agreement between Generations Healthcare Management and the

Board of Commissioners for the management at The Woodlands At Robinson upon the expiration of the initial term ending September 30, 2010/Journal Entry

* * * * *

JOURNAL ENTRY
September 2, 2010

1. The Board of Commissioners received the Weekly Report of Kennel population for the week ending August 29, 2010 as presented by Dave McIntyre, Dog Warden. The Board of Commissioners acknowledged receipt of $1374.25 in License Sales and $664 for Impound fees. ***NOTE: 16 dogs were adopted out at the Randolph Fair.***

2. Board of Commissioners' authorization requested to allow use of County owned property as requested by the Ravenna Area Chamber of Commerce as follows:

   Use of the Courthouse Lawn and Spruce Street/Prospect Street Lot:
   Thursday, September 16, 2010 from 5:00 PM-9:00 PM for the Ravenna Balloon A Fair Children's Parade
   NOTE: Gate Must Be Remain Open

   Use of the Courthouse Lawn and the Portage County Administration Building's C Parking Lot:
   Saturday, September 18, 2010 from 5:00 AM-6:00 PM for the Ravenna Balloon A Fair Set Up & Awards Ceremony

3. Board of Commissioners' signature requested on the purchase requisition for Emerald Environmental Inc. for asbestos preparation services, visual inspection and clearance services of 3254 Hommon, Ravenna and 6738 Terrill, Ravenna, for ***$1782.50*** as requested by the Regional Planning Commission. The B-Z-08-1CJ-1 NSP Program Demolition Activity is funding this expense.

4. The Board of Commissioners received the August 30, 2010 Certificate of County Auditor that the total appropriations from each fund do not exceed the Official Estimate of Resources for the fiscal year beginning January 1, 2010 as presented by the Portage County Auditor.

5. Board of Commissioners' authorization requested to have Commissioner Keiper sign the Ohio Public Works Commission Appendix E Disbursement Request Form and Certification No. 4 for the OPWC Project No. CGU34 Lakewood Road Bridge Replacement as requested by the County Engineer's Office.

6. The Commissioners received the August 31, 2010 Amended Certificate of Estimated Resources for the year beginning January 1, 2010 as submitted by the Portage County Budget Commission (cc: Department of Budget & Financial Management).

7. Board of Commissioners' authorization requested to remove Zach Martin from the take home vehicle list, due to his resignation on June 25, 2010 and effective September 7, 2010, authorize Josh Goodridge, Water Supervisor of the Water Resources Department, to drive a department vehicle to and from his

home to the Operations and Maintenance facility on Infirmary Road as requested by the Water Resources Interim Director Jeff Lonzrick.

8. Board of Commissioners' signature requested on the September 2, 2010 correspondence to Portage County Auditor Janet Esposito, including a listing of Final Certification of Delinquent Accounts (Exhibit A), as presented by the Portage County Water Resources Department

9. In accordance with Section 6117.32 of the Ohio Revised Code, the Board of Commissioners' approval requested that the sewer maintenance rate for the Portage County Regional Sewer District Sewer Maintenance Assessments for Mogadore Sewer District No. 8 be confirmed and levied in accordance with the following schedule:

   Mogadore Sewer District No. 8: $0.40 per foot with a $40.00 minimum assessment for each parcel connection to the sewer system (No Change in Rate) as provided for by Resolution No. 92-16.

   Upon approval of these rates, the attached list (Exhibit A) shall be certified to the Portage County Auditor for collections by the Portage County Treasurer. Payments will be made to Summit County.

* * * * *

PLEASE ADD TO THE AGENDA
September 2, 2010

1. August 31, 2010 request from Rick Mladek, Ohio Lighthouse for the Blind and Vision Impaired, Inc. requesting a meeting with the Board of Commissioners to update the Board on the works of the organization and ask for assistance/Commissioner Frederick wondered if the Portage County Department of Job & Family Services would have funding available under the PRC Program and noted that Neighborhood Development Services, Inc. had worked with this organization in the past. Commissioner Keiper will contact Mr. Mladek to advise that the Board is willing to hear an update but funding is not available.

2. Discussion (Commissioner Frederick): Phase II Stormwater Program Education/
   The Board of Commissioners agreed to ask the County Engineer if it is possible to include the Portage Park District in the Phase II Stormwater Program Education piece.

3. August 30, 2010 withdrawal letter from the Deerfield Historical Society for the 2010 Community Development Block Grant Program (CDBG).

   Also note that the Ohio Department of Development has advised that the FY 2010 Portage County CHIP Application was not funded.

   The Regional Planning Commission recommends that the Board of Commissioners remove the Deerfield project and the CHIP, One Home Repair – Septic System Project, and approve the alternate project for $71,100/Journal Entry.

4. September 1, 2010 request from the Portage County Health Department DON Kelly Engelhart for Board authorization of a whooping cough vaccination clinic in Room 134 of the Administration Building from 4-8PM on September 9th and September 10th /Journal Entry.

* * * * *

Journal Entry
September 2, 2010

Motion by Christopher Smeiles, seconded by Maureen T. Frederick to approve the following actions:

1. The Board of Commissioners acknowledged the receipt of the Weekly Report of Kennel population for the week ending August 29, 2010, as presented by Dave McIntyre, Dog Warden. The Board of Commissioners acknowledged receipt of $1374.25 in License Sales and $664 for Impound fees. The Board of Commissioners noted that 16 dogs were adopted at the Randolph Fair.

2. The Board of Commissioners authorized the use of County owned property as requested by the Ravenna Area Chamber of Commerce as follows:

   Courthouse Lawn and Spruce Street/Prospect Street Lot:
   Thursday, September 16, 2010 from 5:00 PM-9:00 PM for the Ravenna Balloon A Fair Children's Parade.
   NOTE: The Chamber asks that the gate remain open.

   Courthouse Lawn and the Portage County Administration Building's C (Main) Parking Lot:
   Saturday, September 18, 2010 from 5:00 AM-6:00 PM for the Ravenna Balloon A Fair Set Up & Awards Ceremony

3. The Board of Commissioners signed the purchase requisition for Emerald Environmental Inc. of Kent for asbestos preparation services, visual inspection and clearance services of 3254 Hommon Road and 6738 Terrill Street in Ravenna for $1782.50, as presented by the Regional Planning Commission. The B-Z-08-1CJ-1 NSP Program Demolition Activity is funding this expense.

4. The Board of Commissioners acknowledged the receipt of the August 30, 2010 Certificate of County Auditor that the total appropriations from each fund do not exceed the Official Estimate of Resources for the fiscal year beginning January 1, 2010, as presented by the Portage County Auditor.

5. The Board of Commissioners authorized Commissioner Keiper to sign the Ohio Public Works Commission Appendix E Disbursement Request Form and Certification No. 4 for the OPWC Project No. CGU34 RAV 111 CH151D Lakewood Road Bridge Replacement, as presented by the County Engineer's Office.

6. The Board of Commissioners acknowledged the receipt of the August 31, 2010 Amended Certificate of Estimated Resources for the year beginning January 1, 2010, as submitted by the Portage County Budget Commission.

7. The Board of Commissioners authorized the removal of retired Water Resources Department Water Supervisor Zach Martin from the take home vehicle list, effective on the date of his resignation on June 25, 2010. The Board of Commissioners also authorized Water Supervisor Josh Goodridge of the Water

Resources Department, to drive a department vehicle to and from his home to the Operations and Maintenance facility on Infirmary Road effective September 7, 2010, as recommended by Water Resources Interim Director Jeff Lonzrick.

8. The Board of Commissioners signed the September 2, 2010 correspondence to Portage County Auditor Janet Esposito including a listing of Final Certification of Delinquent Accounts (Exhibit A), as presented by the Portage County Water Resources Department

9. In accordance with Section 6117.32 of the Ohio Revised Code, the Board of Commissioners agreed that the sewer maintenance rate for the Portage County Regional Sewer District Sewer Maintenance Assessments for Mogadore Sewer District No. 8 be confirmed and levied in accordance with the following schedule:

   Mogadore Sewer District No. 8: $0.40 per foot with a $40.00 minimum assessment for each parcel connection to the sewer system (No Change in Rate) as provided for by Resolution No. 92-16.

   Upon approval of these rates, Exhibit A shall be certified to the Portage County Auditor for collection by the Portage County Treasurer, as recommended by the Water Resources Department. Payments will be made to Summit County.

10. The Board of Commissioners acknowledged the receipt of the August 31, 2010 correspondence from Michael Coury, Generations Healthcare Management, terminating the Management Agreement between Generations Healthcare Management and the Board of Commissioners for the management at The Woodlands At Robinson upon the expiration of the initial term ending September 30, 2010.

11. The Board of Commissioners agreed to waive the requirement for certificates of additional insured from the various participants in the Tinkers Creek Festival on September 19, 2010, as requested by Executive Director Christine Craycroft, Park District.

12. The Board of Commissioners approved the September 1, 2010 request from the Portage County Health Department DON Kelly Engelhart for Board and authorized the use of Room 134 in the Portage County Administration Building from 4:00 PM -8:00 PM on September 9 and September 10, 2010.

13. On May 20, 2010, the Board of Commissioners approved the following activities for submission to the 2010 Community Development Block Grant Program (CDBG), Small Cities Formula Allocation Grant Application to the Ohio Department of Development, Office of Housing and Community Partnerships, contingent upon state approval of their request for a waiver of the 49% slum/blight maximum:

Total 2010 CDBG Formula Grant	$398,000
Administration	59,700
Fair Housing	7,000
Slot 1. Coleman Professional Services – Rehab of apartment building (Roof replacement; windows; doors and furnace) on Vine Street, Ravenna	37,100
Slot 2. Family & Community Services of Portage County - Demolition of the White Rubber building located on Cleveland Road, Ravenna City, under slum and blight	107,900
Slot 3. Portage Park District - Demolition of a house located on Lakewood Road, Ravenna, including removal of the septic system and final grading and seeding	10,000
Slot 4. Deerfield Historical Society - Purchase and revitalize the 1830's John Diver House and Store Building located on the Deerfield Circle	47,100
Slot 5. 2010 Portage County CHIP – One Home Repair – Septic System	24,000
Slot 6. Village of Windham - Demolition of five (5) multi-family units located on Maple Grove & Community Road, Oak Court and East Center Drive	105,200
Total	**$398,000**
Alternate: Countywide Portage County (except City of Kent and Ravenna) Home Repair Program for any project not accepted for funding by OHCP	

Today, acknowledging the withdrawal letter from the Deerfield Historical Society and the August 12, 2010 notice from the Ohio Department of Development that the FY 2010 Portage County CHIP Application was not funded, the Board of Commissioners agreed to approve the Alternate Project in the amount of $71,100.

Total 2010 CDBG Formula Grant	$398,000
Administration	59,700
Fair Housing	7,000
Slot 1. Coleman Professional Services – Rehab of apartment building (Roof replacement; windows; doors and furnace) on Vine Street, Ravenna	37,100
Slot 2. Family & Community Services of Portage County - Demolition of the White Rubber building located on Cleveland Road, Ravenna City, under slum and blight	107,900
Slot 3. Portage Park District - Demolition of a house located on Lakewood Road, Ravenna, including removal of the septic system and final grading and seeding	10,000
Slot 4. Alternate: Countywide Portage County (except City of Kent and Ravenna) Home Repair Program for any project not accepted for funding by OHCP	71,100
Slot 5. Village of Windham - Demolition of five (5) multi-family units located on Maple Grove & Community Road, Oak Court and East Center Drive	105,200
Total	**$398,000**

All in favor, motion carries.

* * * * *

We do hereby certify that the foregoing is a true and correct record of the Portage County Board of Commissioners' meeting on **September 2, 2010.** There being no further business to come before the Board, it was moved by Christopher Smeiles, seconded by Maureen T. Frederick to adjourn the official meeting at 11:22 AM. All in favor, motion carries.

Charles W. Keiper II, President

Maureen T. Frederick, Board Member

Christopher Smeiles, Vice President

Deborah Mazanec, Clerk

* * * * *