

October 8, 2008

The Board of Wayne County Commissioners met in Regular Session.

The minutes can be found as a digital recording saved as **10 8 2008 Session**

Mrs. Noah moved the agenda be approved and Mr. Wiggam seconded the motion.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

Approval of minutes from the Commissioners' Regular Session held October 1, 2008.

Mrs. Noah moved the minutes be approved and Mr. Wiggam seconded the motion.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

Approval of minutes from Commissioners' Meetings and/or Hearings held Oct. 1 – Oct. 7, 2008.

Mr. Wiggam moved the minutes be approved and Mrs. Noah seconded the motion.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

Resolutions follow this page.

There being no further business to come before the Board, Mr. Wiggam moved the meeting be adjourned and Mrs. Noah seconded the motion.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

Attest: _____
Diane L. Austen, Clerk

Ann M. Obrecht, President

Scott S. Wiggam, Vice-President

Cheryl A. Noah, Member
Wayne County Commissioners

Resolution

No. 2008-494

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Approval of County Bills

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

Computer run dated **October 7, 2008** for County Bills in the amount of **\$200,696.19** and the Interagency Transaction/Payment in the amount of **\$95,970.03** are hereby approved for payment.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-495

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Approval of County Home Bills

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

Computer run dated **October 7, 2008** for County Home Bills in the amount of **\$40,480.13** and the Interagency Transaction/Payment in the amount of **\$2,090.00** are hereby approved for payment.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-496

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Approval of Appropriation Transfers

It was moved by Mr. Wiggam and seconded by Mrs. Noah that the following appropriation amounts be transferred by the Wayne County Auditor.

Department	Amount	From Appropriation	To Appropriation
Commissioners	\$150,000.00	T31-T1 Rails to Trails, Construction, County Line Project	T31-T3 Rails to Trails, ROW Acquisition, County Line Project
Necessary adjustment to Rails to Trails County Line Project			
Common Pleas Ct.	\$325.00	A102-B2 Salaries-Conversions CP	A2-B13 Salaries Jury Comm
At the Court's request to provide for payroll expenses			
Juvenile Court	\$2,663.00	A2-C46 Assigned Counsel	A15-A15 Transfers-out
At the Court's request to provide additional local share to the 08-09 Guardian ad Litem Grant Program			
Sheriff	\$30,000.00	A6-A43 CORR – Supplies	A6-A46 CORR - Services
Due to change in jail food service			

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-497

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Authorization to Appropriate Funds

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

Department	Amount	To the Appropriation
Commissioners	\$500,000.00	P8-P1 OPWC Grant CP06K Meadows Sewer
Commissioners	\$312,000.00	P8-P2 Local Share CP06K
To account for funding secured for the Meadows Wastewater Improvement Project, OPWC CP06K		
Juvenile Court	\$26,630.00	T84-T2 Contracts/Consultants GAL
Juvenile Court	\$423.00	T84-T5 Other Expenses GAL
To account for the 2009 Guardian ad Litem Grant Program accepted 10/08/08/ 2009VACHAE515		
Ida Sue/MRDD	\$576.09	U7-U1 Supplemental Trust Expenses
To account for actual receipts to date within fund in CY08 and allow for expenditure of funds		
Victim Asst./Pros.	\$87,660.00	T081-T21 Salaries VOCA 09
Victim Asst./Pros.	\$1,271.00	T081-T22 Medicare VOCA 09
Victim Asst./Pros.	\$12,274.00	T081-T23 PERS VOCA 09
Victim Asst./Pros.	\$12,902.00	T081-T24 INSURANCES VOCA 09
Victim Asst./Pros.	\$1,215.00	T81-T25 Workers Comp VOCA 09
Victim Asst./Pros.	\$41.00	T81-T5 Unemployment VOCA 09
Victim Asst./Pros.	\$412.00	T81-T6 VOCA SVAA Other VOCA 09
To account for the 2009 VWA VOCA Grant Program (comprised of 26,955 local and 88,820 grant programs or 115,775 total)		

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-498

Board of Wayne County Commissioners
Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008
Subject: Approval of Fund Transfers

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

Department	Amount	From	To	To Receipts Account	Appropriation Account To Be Charged	
					Fund	Account#
Juvenile Court	\$5,672.00	A General Fund	T84 GAL Fund	T84-A2 Local Share	A	A15-A15 Transfers-out
Juvenile Court	\$2,663.00	A General Fund	T84 GAL Fund	T84-A2 Local Share	A	A15-A15 Transfers-out
To provide required and approved local match for the 08-09 Guardian ad Litem grant program for Juvenile Court						

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-499

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Approval of Personnel Changes

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

Department	Name	Title	Pay Rate	Effective Date	Status
Job & Family	Dianne Barnes, Juliet Starr			10/6/08	Return from FMLA
Justice Center	Michael Wile	Dispatcher	\$12.52	10/2/08	New hire p/t

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-500

Board of Wayne County Commissioners Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Approval of Travel Expenses

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

Dept./Person	Where	Date	Travel	Reg.	Seminar, Conf., Mtg., etc.
Auditor					
Jim Todd	Reynoldsburg	11/6/08	\$15.00		Professional Development Committee
Building Codes					
Tim McClintock	Dublin	10/8/08	\$ -0-		Ohio Manuf. Home Commission Mtg
Child Support					
Brynn Bunting	Canton	9/4/08	\$9.01		Cash Medical Trng.
Clerk of Courts					
Tim Neal	Norwalk	10/7/08	\$30.00		Dist. 7 OH Clerk of Courts Assoc. Mtg.
Dennis Archer, Ray Iannarelli	Norwalk	10/7/08	\$50.00		Dist. 7 OH Clerk of Courts Assoc. Mtg.
Commissioners					
Joanne Fisher	Cambridge	11/12-13/08	\$90.00	\$125.00	(OHCP) Office of Housing & Community Partnerships Community Dev. Conf.
Job & Family					
Becky Wagner, Jen Titler	Akron	10/30/08	\$30.00		County Roundtable
Margie Byrd	Columbus	10/21/08	\$110.13		OJFSDA Child Care Committee
Margie Byrd	Columbus	10/23/08	\$103.45		Ohio Coalition for Adult Prot. Serv.
Richard Owens, Cindy Willis	Columbus	10/16/08	\$178.00	\$210.00	OJFSDA Fiscal Seminar
Richard Owens	Gambier	10/14/08	\$45.00		Canton Dist. Dir. Assoc. Mtg.
Planning					
Lisa Johnson	Cambridge	11/13-14/08	\$290.00	\$125.00	CDBG Conf.
Municipal Court/Prob.					
Karl Kubb, John Bridger	Wooster	10/15/08		\$16.00	Wayne County Housing Coalition

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-501

Board of Wayne County Commissioners
Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Approval of Special Events Expenses

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

Department	Event	Date	Expenses Not to Exceed
Job & Family	Workforce Policy Board Mtg (box lunches & beverage for 33)	10/21/08	\$361.50
Job & Family	"Creating the Future" w/Ed Barlow at Arden Shisler Conf. Center for special workforce month grant received to sponsor community event to bring educators and business together to plan future workforce needs (Facility Rental, newspaper ads, and materials for attendees)	9/9/08	\$7,000.00

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-502

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Approval of Application of Every Woman's House Inc. to Receive Shelter Assistance Funds

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

WHEREAS, Every Woman's House Inc. has submitted a proposal as required requesting to be designated as an eligible recipient of domestic shelter assistance funds collected from marriage license and divorce filing fees pursuant to ORC 3113.34 and 2303.21(D);

NOW, THEREFORE, BE IT RESOLVED by the Board of Wayne County Commissioners that Every Woman's House Inc. be approved as a shelter for victims of domestic violence eligible to receive specific assistance funds collected by Wayne County for the period of July 1, 2008 through June 30, 2009.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-503

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Approval of Ohio Purchase of Service Contracts with Child Care Providers and the Wayne County Department of Job & Family Services

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

WHEREAS, the Wayne County Dept. of Job & Family Services is eligible to receive Quality Child Care grant funding; and

WHEREAS, the Wayne County Dept. of Job & Family Services has requested approval of (9) provider contracts to promote Quality Child Care with Wayne County Child Care Centers for the period of 10/1/08 to 6/30/09;

NOW, THEREFORE, BE IT RESOLVED by the Board of Wayne County Commissioners that the Service Contracts between the Wayne County Dept. of Job & Family Services and certain Child Care Providers be approved as follows:

Child Care Provider	Address	Amount
Care 4 Kids	5025A Cleveland Rd., Wooster	\$2,800.00
Kids 1 st DayCare	202 Collier Dr., Doylestown	\$2,500.00
Learn N' Play	241 S. Bever St., Wooster	\$2,940.00
Like Home Child Care Center	263 E. McConkey St., Shreve	\$2,000.00
Perky's World of Children	647 E. Bowman St., Wooster	\$2,780.00
Toddler House	160 Marion St., Doylestown	\$2,745.00
Trinity Child Care & Nursery	1550 Rex Dr., Orrville	\$2,700.00
Wee Care Center, Inc.	424 E. Bowman St., Wooster	\$2,500.00
YMCA of Wooster	680 Woodland Ave., Wooster	\$3,000.00

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-504

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Authorization to Accept VOCA Grant for the Guardian Ad Litem Program

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

WHEREAS, the Ohio Attorney General's Office has made grant funds available to Wayne County through the Victims of Crime Act (VOCA) for the CASA/GAL Program; and

WHEREAS, the Wayne County Juvenile Court has requested assistance to accept continuation Guardian Ad Litem Volunteer Program funding in the amount of \$17,016.00 with a local match requirement of \$5,672.00 and \$1,702.00 in SVAA State Funding for the 2008-2009 program and with additional local share funds from Juvenile Court in the amount of \$2,663.00;

NOW, THEREFORE, BE IT RESOLVED that the Board of Wayne County Commissioners authorizes the acceptance of State SVAA and Federal VOCA Grants for the Wayne County Juvenile Court Volunteer Guardian Ad Litem Program totaling \$27,503.00 for the period of 10/1/08 to 9/30/09 and designates the Wayne County Juvenile Court as the implementing agency; and

BE IT FURTHER RESOLVED, that the President of the Board of Wayne County Commissioners be authorized to execute the grant documents.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-505

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Authorization to Accept VOCA Grant for the Victim Witness Assistance Program

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

WHEREAS, the Ohio Attorney General's Office has made grant funds available to Wayne County through the Victims of Crime Act (VOCA) for the Wayne County Victim Witness Assistance Program; and

WHEREAS, Wayne County Victim Witness Assistance has requested assistance to accept continuation of program funding in the amount of \$80,863.00 with a local match requirement of \$26,955.00 and \$7,957.00 in SVAA State Funding for the 2007-2008 program;

NOW, THEREFORE, BE IT RESOLVED that the Board of Wayne County Commissioners authorizes the acceptance of State SVAA and Federal VOCA Grants for the Wayne County Victim Witness Assistance Program totaling \$115,775.00 for the period of 10/1/08 to 9/30/09 and designates the Wayne County Victim Witness Assistance Program as the implementing agency; and

BE IT FURTHER RESOLVED, that the President of the Board of Wayne County Commissioners be authorized to execute the grant documents.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-506

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF NOTES IN THE AGGREGATE PRINCIPAL AMOUNT OF \$360,000, IN ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF PAYING COSTS OF ACQUIRING, CONSTRUCTING, EQUIPPING, INSTALLING, RECONSTRUCT-ING AND OTHERWISE IMPROVING FACILITIES AND OTHER PROPERTY OF AND FOR THE WAYNE COUNTY SANITARY SEWER DISTRICT NO. 1 BY CONVERTING THE MEADOWS EXTENDED AERATION WASTEWATER TREATMENT PLANT INTO A PUMP STATION, CONSTRUCTING SANITARY SEWERS AND SANITARY SEWER FORCE MAINS AND CONSTRUCTING AND INSTALLING IMPROVEMENTS TO THE MEADOWS ALLOTMENT WASTEWATER COLLECTION SYSTEM, TOGETHER WITH ALL INCIDENTAL WORK AND RELATED APPURTENANCES AND THE ACQUISITION OF ANY REAL PROPERTY OR INTEREST THEREIN REQUIRED THEREFOR.

It was moved by Mr. Wiggam and seconded by Mrs. Noah that the following resolution be adopted:

WHEREAS, the County Auditor as fiscal officer of this County has certified to this Board that the estimated life or period of usefulness of the improvement described in Section 2 is at least five years, the estimated 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 Wayne County Commissioners, Ohio, that:

Section 1. This Board has heretofore (i) established the Wayne County Sanitary Sewer District No. 1 (the "District"), (ii) caused to be prepared a general plan of sewerage and sewage disposal for that District and (iii) approved the general plan for the District. This Board now declares it to be necessary for the preservation and promotion of the public health and welfare to acquire, construct, equip, install, reconstruct and otherwise improve facilities and other property of and for the District, in accordance with the general plan, by reconstructing the Meadows extended aeration wastewater treatment plant to convert it into a pump station, constructing sanitary sewers and sanitary sewer force mains and constructing and installing improvements to the Meadows allotment wastewater collection system, together with all incidental work and related appurtenances and the acquisition of any real property or interest therein required therefor (the "Meadows Project"). This Board determines that no special assessments are to be levied and collected to pay any part of the cost of the Meadows Project.

This Board authorizes the acquisition, construction, equipping, installing, reconstructing and otherwise improving of the Meadows Project and the expenditure of funds required for its construction from (i) the proceeds of the Notes described in Section 3, (ii) District revenues or (iii) other funds legally available to the County and appropriated for that purpose.

Section 2. It is necessary to issue bonds of this County in the aggregate principal amount of \$360,000 (the "Bonds") for the purpose of paying costs of the Meadows Project.

The Bonds shall be dated approximately October 1, 2009, 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 in such amounts that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is substantially equal. The first principal installment is estimated to be December 1, 2010.

Section 3. It is necessary to issue and this Board determines that notes in the aggregate principal amount of \$360,000 (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 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 7 of this Resolution. The Notes shall bear interest at a rate not to exceed 12% 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 the County Auditor in the certificate awarding the Notes in accordance with Section 7 of this Resolution.

Section 4. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America, and shall be payable, without deduction for services of the County's paying agent, at the office of a bank or trust company designated by the Original Purchaser (as defined in Section 7) and approved by the County Auditor in her discretion (the "Paying Agent").

Section 5. The Notes shall be signed by at least two members of the Board of County Commissioners and by the County Auditor, in the name of the County and in their official capacities; provided that, any or all of those signatures may be a facsimile. The Notes shall be issued in the denominations and numbers as requested by the Original Purchaser and approved by the County Auditor; provided that the entire principal amount of the Notes may be represented by a single note. 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. No Note shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this resolution unless and until the certificate of authentication printed on the Note is signed by the Note Registrar (as defined in Section 6) as authenticating agent. Authentication by the Note Registrar shall be conclusive evidence that the Note so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, this resolution.

Section 6. The County Auditor is appointed to act as the authenticating agent, note registrar and transfer agent for the Notes (the "Note Registrar") at her office located in Wooster, Ohio.

So long as any of the Notes remain outstanding, the County will cause the Note Registrar to maintain and keep at her office all books and records necessary for the registration, exchange and transfer of Notes as provided in this Section (the "Note Register"). The person in whose name a Note is registered on the Note Register shall be regarded as the absolute owner of that Note for all purposes of the Note proceedings. Payment of or on account of the debt charges on any Note shall be made only to or upon the order of that person; neither the County nor the Note 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 Note, including interest, to the extent of the amount or amounts so paid.

Any Note may be exchanged for Notes of any authorized denomination upon presentation and surrender at the office of the Note 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 Note Registrar. A Note may be transferred only on the Note Register upon presentation and surrender of the Note at the office of the Note 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 Note Registrar. Upon exchange or transfer the Note Registrar shall complete, authenticate and deliver a new Note or Notes of any authorized denomination or denominations requested by the owner equal in the aggregate to the principal amount of the Note or Notes 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 Note Registrar shall undertake the exchange or transfer of Notes only after the new Notes are signed by the authorized officers of the County. In all cases of Notes exchanged or transferred, the County shall sign, and the Note Registrar shall authenticate and deliver, Notes in accordance with the provisions of the Note proceedings. The exchange or transfer shall be without charge to the owner, except that the County and Note 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 Note Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Notes 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 Note proceedings, as the Notes surrendered upon that exchange or transfer.

Notwithstanding any other provisions of this resolution, the County Auditor is hereby authorized to determine, consistent with the best interests of the County, that the Notes shall be issued in book entry form in accordance with the provisions of this Section. 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 book entry interests in Notes and the principal of and interest on the Notes may be transferred only through a book entry, and (ii) physical Note certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Notes “immobilized” in the custody of the Depository. The book entry maintained by an entity other than the County is the record that identifies the owners of book entry interests in those Notes and that principal and interest.

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

“Note proceedings” means, collectively, this resolution and such other proceedings of the County, including the Notes, that provide collectively for, among other things, the rights of holders and beneficial owners of the Notes.

“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.

If determined by the County Auditor to be in the best interests of the County, the Notes shall 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 shall be issued in the form of a single, fully registered Note registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (ii) the book entry interest owners shall have no right to receive 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 note certificates in registered form to be authenticated by the Note Registrar and delivered to the assignees of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Auditor is hereby authorized and directed to the extent necessary or required to enter into any agreements 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 7. The Notes shall be sold at not less than par at private sale by the County Auditor to the purchaser identified in the certificate of award signed by the County Auditor, providing for the sale and award of the Notes in accordance with the signer's determination of the best interest of the County (the "Original Purchaser"), all in accordance with law and the provisions of this resolution. The County Auditor shall sign the certificate of award referred to in Section 3 and this Section, evidencing that sale and shall 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 County Administrator, the Clerk of this Board, the County Auditor, the County Treasurer 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. The County Auditor is 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 issue of notes in accordance with Section 133.30(B) of the Revised Code.

Section 8. 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 9. 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 10. 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 debt charges on the Notes or the Bonds when and as the same fall due. Any unexpended balance remaining in the improvement fund after the cost and expenses of the Meadows Project have been paid shall be used for the payment of the debt charges on the Notes and Bonds until paid in full. In each year to the extent the revenue of the County's sanitary sewerage system is available for the payment of the debt charges on the Notes and Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

Section 11. 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 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 it for the interest on the Notes 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 it, will, among other acts of compliance, (i) apply the proceeds of the Notes 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 Notes are hereby designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code. In that connection, the County hereby represents and covenants that it, together with all its subordinate entities or entities that issue obligations on its behalf, or on behalf of which it issues obligations, in or during the calendar year in which the Notes are issued, (i) have not issued and will not issue tax-exempt obligations designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code, including the Notes, in an aggregate amount in excess of \$10,000,000, and (ii) have not issued, do not reasonably anticipate issuing, and will not issue tax-exempt obligations (including the Notes, but excluding obligations, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code, that are private activity bonds as defined in Section 141 of the Code and excluding refunding obligations that are not advance refunding obligations as defined in Section 149(d)(5) of the Code) in an aggregate amount exceeding \$10,000,000, unless the County first obtains a written opinion of nationally recognized bond counsel that such designation or issuance, as applicable, will not adversely affect the status of the Notes as “qualified tax-exempt obligations”. Further, the County represents and covenants that, during any time or in any manner as might affect the status of the Notes as “qualified tax-exempt obligations”, it has not formed or participated in the formation of, or benefited from or availed itself of, any entity in order to avoid the purposes of subparagraph (C) or (D) of Section 265(b)(3) of the Code, and will not form, participate in the formation of, or benefit from or avail itself of, any such entity. The County further represents that the Notes are not being issued as part of a direct or indirect composite issue that combines issues or lots of tax-exempt obligations of different issuers.

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, 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, 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 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 of 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 12. The Clerk of this Board is directed to deliver a certified copy of this resolution to the County Auditor.

Section 13. 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 10) 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 14. 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 and in paying other financing costs in connection with the Notes at the direction of the County.

Section 15. This Board 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 and of any committees that resulted in those formal actions were in meetings open to the public in compliance with the law.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-507

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF NOTES IN THE AGGREGATE PRINCIPAL AMOUNT OF \$140,000, IN ANTICIPATION OF THE ISSUANCE OF BONDS, FOR THE PURPOSE OF PAYING COSTS OF ACQUIRING, CONSTRUCTING, EQUIPPING, INSTALLING AND OTHERWISE IMPROVING FACILITIES AND OTHER PROPERTY OF AND FOR THE WAYNE COUNTY SANITARY SEWER DISTRICT NO. 1 BY CONSTRUCTING A NEW WASTEWATER TREATMENT PLANT AND RELATED SANITARY SEWERS, LATERAL SEWERS AND A PUMP STATION, AND CONSTRUCTING AND INSTALLING GRAVITY SEWERS TO TRANSPORT WASTEWATER FROM THE EASTWOOD ALLOTMENT WASTEWATER COLLECTION SYSTEM TO THE NEW WASTEWATER TREATMENT PLANT, TOGETHER WITH ALL INCIDENTAL WORK AND RELATED APPURTENANCES AND THE ACQUISITION OF ANY REAL PROPERTY OR INTEREST THEREIN REQUIRED THEREFOR.

It was moved by Mr. Wiggam and seconded by Mrs. Noah that the following resolution be adopted:

WHEREAS, the County Auditor as fiscal officer of this County has certified to this Board that the estimated life or period of usefulness of the improvement described in Section 2 is at least five years, the estimated 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 Wayne County Commissioners, Ohio, that:

Section 1. This Board has heretofore (i) established the Wayne County Sanitary Sewer District No. 1 (the "District"), (ii) caused to be prepared a general plan of sewerage and sewage disposal for that District and (iii) approved the general plan for the District. This Board now declares it to be necessary for the preservation and promotion of the public health and welfare to pay costs of acquiring, constructing, equipping, installing and otherwise improving facilities and other property of and for the District, in accordance with the general plan, by constructing a new wastewater treatment plant and related sanitary sewers, lateral sewers and a pump station, and constructing and installing gravity sewers to transport wastewater from the Eastwood allotment wastewater collection system to the new wastewater treatment plant, together with all incidental work and related appurtenances and acquiring any real property or interest therein required therefor (the "Eastwood Project"). This Board determines that no special assessments are to be levied and collected to pay any part of the cost of the Eastwood Project.

This Board authorizes the acquisition, construction, equipping, installing and otherwise improving of the Eastwood Project and the expenditure of funds required therefor from (i) the proceeds of the Notes described in Section 3, (ii) District revenues or (iii) other funds legally available to the County and appropriated for that purpose.

Section 2. It is necessary to issue bonds of this County in the aggregate principal amount of \$140,000 (the "Bonds") for the purpose of paying costs of the Eastwood Project.

The Bonds shall be dated approximately October 1, 2009, 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 in such amounts that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is substantially equal. The first principal installment is estimated to be December 1, 2010.

Section 3. It is necessary to issue and this Board determines that notes in the aggregate principal amount of \$140,000 (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 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 7 of this Resolution. The Notes shall bear interest at a rate not to exceed 12% 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 the County Auditor in the certificate awarding the Notes in accordance with Section 7 of this Resolution.

Section 4. The debt charges on the Notes shall be payable in Federal Reserve funds of the United States of America, and shall be payable, without deduction for services of the County's paying agent, at the office of a bank or trust company designated by the Original Purchaser (as defined in Section 7) and approved by the County Auditor in her discretion (the "Paying Agent").

Section 5. The Notes shall be signed by at least two members of the Board of County Commissioners and by the County Auditor, in the name of the County and in their official capacities; provided that, any or all of those signatures may be a facsimile. The Notes shall be issued in the denominations and numbers as requested by the Original Purchaser and approved by the County Auditor; provided that the entire principal amount of the Notes may be represented by a single note. 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. No Note shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this resolution unless and until the certificate of authentication printed on the Note is signed by the Note Registrar (as defined in Section 6) as authenticating agent. Authentication by the Note Registrar shall be conclusive evidence that the Note so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, this resolution.

Section 6. The County Auditor is appointed to act as the authenticating agent, note registrar and transfer agent for the Notes (the "Note Registrar") at her office located in Wooster, Ohio.

So long as any of the Notes remain outstanding, the County will cause the Note Registrar to maintain and keep at her office all books and records necessary for the registration, exchange and transfer of Notes as provided in this Section (the "Note Register"). The person in whose name a Note is registered on the Note Register shall be regarded as the absolute owner of that Note for all purposes of the Note proceedings. Payment of or on account of the debt charges on any Note shall be made only to or upon the order of that person; neither the County nor the Note 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 Note, including interest, to the extent of the amount or amounts so paid.

Any Note may be exchanged for Notes of any authorized denomination upon presentation and surrender at the office of the Note 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 Note Registrar. A Note may be transferred only on the Note Register upon presentation and surrender of the Note at the office of the Note 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 Note Registrar. Upon exchange or transfer the Note Registrar shall complete, authenticate and deliver a new Note or Notes of any authorized denomination or denominations requested by the owner equal in the aggregate to the principal amount of the Note or Notes 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 Note Registrar shall undertake the exchange or transfer of Notes only after the new Notes are signed by the authorized officers of the County. In all cases of Notes exchanged or transferred, the County shall sign, and the Note Registrar shall authenticate and deliver, Notes in accordance with the provisions of the Note proceedings. The exchange or transfer shall be without charge to the owner, except that the County and Note 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 Note Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Notes 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 Note proceedings, as the Notes surrendered upon that exchange or transfer.

Notwithstanding any other provisions of this resolution, the County Auditor is hereby authorized to determine, consistent with the best interests of the County, that the Notes shall be issued in book entry form in accordance with the provisions of this Section. 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 book entry interests in Notes and the principal of and interest on the Notes may be transferred only through a book entry, and (ii) physical Note certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Notes “immobilized” in the custody of the Depository. The book entry maintained by an entity other than the County is the record that identifies the owners of book entry interests in those Notes and that principal and interest.

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

“Note proceedings” means, collectively, this resolution and such other proceedings of the County, including the Notes, that provide collectively for, among other things, the rights of holders and beneficial owners of the Notes.

“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.

If determined by the County Auditor to be in the best interests of the County, the Notes shall 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 shall be issued in the form of a single, fully registered Note registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (ii) the book entry interest owners shall have no right to receive 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 note certificates in registered form to be authenticated by the Note Registrar and delivered to the assignees of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Auditor is hereby authorized and directed to the extent necessary or required to enter into any agreements 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 7. The Notes shall be sold at not less than par at private sale by the County Auditor to the purchaser identified in the certificate of award signed by the County Auditor, providing for the sale and award of the Notes in accordance with the signer's determination of the best interest of the County (the "Original Purchaser"), all in accordance with law and the provisions of this resolution. The County Auditor shall sign the certificate of award referred to in Section 3 and this Section, evidencing that sale and shall 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 County Administrator, the Clerk of this Board, the County Auditor, the County Treasurer 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. The County Auditor is 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 issue of notes in accordance with Section 133.30(B) of the Revised Code.

Section 8. 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 9. 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 10. 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 debt charges on the Notes or the Bonds when and as the same fall due. Any unexpended balance remaining in the improvement fund after the cost and expenses of the Project have been paid shall be used for the payment of the debt charges on the Notes and Bonds until paid in full. In each year to the extent the revenue of the County's sanitary sewerage system is available for the payment of the debt charges on the Notes and Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

Section 11. 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 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 it for the interest on the Notes 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 it, will, among other acts of compliance, (i) apply the proceeds of the Notes 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 Notes are hereby designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code. In that connection, the County hereby represents and covenants that it, together with all its subordinate entities or entities that issue obligations on its behalf, or on behalf of which it issues obligations, in or during the calendar year in which the Notes are issued, (i) have not issued and will not issue tax-exempt obligations designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code, including the Notes, in an aggregate amount in excess of \$10,000,000, and (ii) have not issued, do not reasonably anticipate issuing, and will not issue tax-exempt obligations (including the Notes, but excluding obligations, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code, that are private activity bonds as defined in Section 141 of the Code and excluding refunding obligations that are not advance refunding obligations as defined in Section 149(d)(5) of the Code) in an aggregate amount exceeding \$10,000,000, unless the County first obtains a written opinion of nationally recognized bond counsel that such designation or issuance, as applicable, will not adversely affect the status of the Notes as “qualified tax-exempt obligations”. Further, the County represents and covenants that, during any time or in any manner as might affect the status of the Notes as “qualified tax-exempt obligations”, it has not formed or participated in the formation of, or benefited from or availed itself of, any entity in order to avoid the purposes of subparagraph (C) or (D) of Section 265(b)(3) of the Code, and will not form, participate in the formation of, or benefit from or avail itself of, any such entity. The County further represents that the Notes are not being issued as part of a direct or indirect composite issue that combines issues or lots of tax-exempt obligations of different issuers.

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, 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, 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 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 of 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 12. The Clerk of this Board is directed to deliver a certified copy of this resolution to the County Auditor.

Section 13. 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 10) 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 14. 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 and in paying other financing costs in connection with the Notes at the direction of the County.

Section 15. This Board 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 and of any committees that resulted in those formal actions were in meetings open to the public in compliance with the law.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk

Resolution

No. 2008-508

Board of Wayne County Commissioners

Cheryl A. Noah Ann M. Obrecht Scott S. Wiggam

Adopted: October 8, 2008

Subject: Authorizing Declarations of Official Intent Under U.S. Treasury Regulations with Respect to Reimbursements from Note and Bond Proceeds of Temporary Advances Made for Payments Prior to Issuance, and Related Matters

It was moved by Mrs. Noah and seconded by Mr. Wiggam that the following resolution be adopted:

WHEREAS, United States Treasury Regulations §1.150-2 (the "Reimbursement Regulations") prescribe conditions under which proceeds of bonds, notes or other obligations ("Bonds") used to reimburse advances made for capital and certain other expenditures ("Original Expenditures") paid before the issuance of such Bonds will be deemed to be expended (or properly allocated to expenditures) for purposes of Sections 103 and 141 to 150 of the Internal Revenue Code of 1986, as amended (the "Code"), so that, upon such reimbursement, the proceeds so used will no longer be subject to requirements or restrictions under those sections of the Code; and

WHEREAS, certain provisions of the Reimbursement Regulations require that there be a Declaration of Official Intent not later than 60 days following payment of the Original Expenditures expected to be reimbursed from proceeds of Bonds, and the reimbursement occur within certain prescribed time periods after an Original Expenditure is paid or after the property resulting from that Original Expenditure is placed in service; and

WHEREAS, this Board wishes to take steps to comply with the Reimbursement Regulations;

NOW, THEREFORE, BE IT RESOLVED by the Board of Wayne County Commissioners (the "Borrower") as follows:

Section 1. Definitions. The following definitions apply to the terms used herein:

"Authorized Officer" means the County Administrator or the County Auditor or any person designated for the purpose by either such officer.

"Declaration of Official Intent" means a declaration of intent, in the form, manner and time contemplated in the Reimbursement Regulations, that the advances for expenditures referred to therein are reasonably expected to be reimbursed from the proceeds of Bonds to be issued after those expenditures are paid.

"Reimbursement" or "reimburse" means the restoration to the Borrower of money temporarily advanced from its own funds and spent for Original Expenditures before the issuance of the Bonds, evidenced in writing by an allocation on the books and records of the Borrower that shows the use of the proceeds of the Bonds to restore the money advanced for the Original Expenditures. "Reimbursement" or "reimburse" generally does not include the refunding or retiring of Bonds previously issued and sold to, or borrowings from, unrelated entities.

Section 2. Authorization and Requirement of Declarations of Official Intent. Each Authorized Officer is authorized to prepare and sign Declarations of Official Intent in substantially the form

attached with respect to Original Expenditures to which the Reimbursement Regulations apply, to be made from money temporarily advanced and that is reasonably expected to be reimbursed (in accordance with applicable authorizations, policies and practices) from the proceeds of Bonds, to make appropriate reimbursement and timely allocations from the proceeds of the Bonds to reimburse such Original Expenditures, and to take any other actions as may be appropriate, all at the times and in the manner required under the Reimbursement Regulations in order for the reimbursement to be treated as an expenditure of such proceeds for purposes of Sections 103 and 141 to 150 of the Code. No advance from any fund or account or order for payment may be made for Original Expenditures (other than expenditures excepted from such requirement under the Reimbursement Regulations) that are to be reimbursed subsequently from proceeds of Bonds unless a Declaration of Official Intent with respect thereto is made within the time required by the Reimbursement Regulations.

The vote is as follows: Cheryl A. Noah yea Ann M. Obrecht yea Scott S. Wiggam yea

CERTIFICATE

I, Diane L. Austen, Clerk of the Board of County Commissioners, Wayne County, Ohio, hereby certify that the above is a true and correct copy of the resolution adopted and journalized by said Board on said date.

Diane L. Austen, Clerk