

November 17, 2010

The Board of Wayne County Commissioners met in Regular Session.

The minutes can be found as a digital recording saved as **11 17 2010 Session**

Mr. Carmichael moved the agenda be approved and Mr. Wiggam seconded the motion.
The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent Scott S. Wiggam yea

Approval of minutes from the Commissioners' Regular Session held November 10, 2010.
Mr. Wiggam moved the minutes be approved and Mr. Carmichael seconded the motion.
The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent Scott S. Wiggam yea

Approval of minutes from Commissioners' Meetings and/or Hearings held Nov. 10 – Nov. 16, 2010.
Mr. Carmichael moved the minutes be approved and Mr. Wiggam seconded the motion.
The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent Scott S. Wiggam yea

Resolutions follow this page.

There being no further business to come before the Board, Mr. Carmichael declared the meeting adjourned.

Attest: _____
Diane L. Austen, Clerk

Jim Carmichael, President

absent
Ann M. Obrecht, Vice-President

Scott S. Wiggam, Member
Wayne County Commissioners

Resolution

No. 2010-519

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010
Subject: **County Bills Approval**

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

Computer run dated **November 16, 2010** for County Bills in the amount of **\$295,590.08**, Interagency Transaction/Payment **batch #1858 & 1859** in the amount of **\$22,615.32** are hereby approved for payment.

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-520

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **County Home Bills Approval**

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

Computer run dated **November 16, 2010** for County Home Bills in the amount of **\$78,908.71** and the Interagency Transaction/Payment **batch #1857** in the amount of **\$2,090.00** are hereby approved for payment.

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-521

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Appropriation Transfer Approval**

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

Building Code	To help cover gasoline expense for the remainder of the year		
\$376.52	From	A006-D02 Supplies	
	To	A006-D08 Vehicle Op.	
Common Pleas	To cover expenses		
\$500.00	From	A002-B08 Witness Fees	001.3100.02.5580.000.000
	To	A002-B12 Misc. Exp.	001.3100.02.5900.000.000
Engineer	To cover office expenses		
\$5,000.00	From	K000-K35 Workers Comp	030.5002.04.5013.000.000
	To	K000-K04 Equipment	030.5000.04.5340.000.000
Public Defender	To help with year end expenses		
\$500.00	From	A006-G05 Contract Services	001.3800.02.5430.000.000
	To	A006-G09 Other Expenses	001.3800.02.5900.000.000
Sheriff	To meet anticipated expenses through end of year		
\$21,000.00	From	A306-A42 CORR – Health Insurance	001.3602.03.5012.000.000
	To	A006-A22 LE Salary	001.3601.03.5001.000.000
Sheriff	To meet anticipated expenses through end of year		
\$100,000.00	From	A006-A42 CORR – Salary	001.3602.03.5001.000.000
	To	A006-A22 LE Salary	001.3601.03.5001.000.000
Sheriff	To meet anticipated expenses through end of year		
\$7,100.00	From	A006-A02 ADM – Salary	001.3600.03.5001.000.000
	To	A006-A22 LE Salary	001.3601.03.5001.000.000
Sheriff	To meet anticipated expenses through end of year		
\$4,000.00	From	A206-A42 CORR – Medicare	001.3602.03.5010.000.000
	To	A206-A22 LE – Medicare	001.3601.03.5010.000.000
Sheriff	To meet anticipated expenses through end of year		
\$4,700.00	From	H062-H14 Litter Grant – Other Exp.	101.3690.04.5900.000.000
	To	H062-H01 Litter Grant – Salaries	101.3690.04.5001.000.000
Sheriff	To meet anticipated expenses through end of year		
\$80.00	From	X003-X09 Fredericksburg – Other Exp.	041.3671.03.5900.000.000
	To	X003-X01 Fredericksburg - Salaries	041.3671.03.5001.000.000
Sheriff	To meet anticipated expenses through end of year		
\$6,100.00	From	A006-A43 CORR – Supplies	001.3601.03.5100.000.000
	To	A406-A22 LE – PERS	001.3601.03.5011.000.000
Sheriff	To meet anticipated expenses through end of year		
\$3,500.00	From	X001-X11 Chippewa Rotary – Reimb.	040.3670.03.6020.000.000
	To	X001-X01 Chippewa Rotary – Salaries	040.3670.03.5001.000.000

Veterans	To cover payroll		
\$600.00	From	A009-C02 Salary – Employees	001.2400.06.5001.000.000
	To	A009-C01 Salary – Officials	001.2400.06.5006.000.000

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-522

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Fund Transfer Approval**

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

Department	Amount	From (Fund)	From Approp Acct	To (Fund)	To Receipt Acct
Clerk of Courts	\$41,000.00	B5 Fund 008 Certificate of Title Fund	B005-B01 Transfers Title Office 008.2300.01.6150. 000.000	A Fund 001 General Fund	A045-001 General Fund Reimbursements 001.0000.00.4700.000. 000
Per request of the Clerk of Courts to provide reimbursement of the Title Office funds permitted by the Revised Code					
Commissioners	\$8,086.72	A00 Fund 001 General Fund	A015-A15 Transfers 001.1915.13.6150. 000.000	O3 Fund 299 Debt Retirement	O003-A04 Human Services Bldg. Lease 299.1950.00.4804.000. 000
To provide the CSEA share of the annual lease payment required for bond retirement – space now occupied by Veterans Services – per lease agreement repayment schedule					

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-523

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Personnel Change Approval**

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

Department	Name	Title	Pay Rate	Effective Date	Status
Care Center	Nelgie Barnes	STNA		11/17/2010	new hire
Care Center	Lisa Barnby	STNA		11/17/2010	new hire
Care Center	Jamie Yoho	STNA		11/17/2010	new hire
Care Center	Brittany Ballard	STNA		10/29/2010	resigned
Care Center	Ryan Patton	Maint. Worker		10/29/2010	resigned
Care Center	Melissa Adkins	Custodial Worker		10/24/2010	removed
Care Center	Robert Snyder	Custodial Worker		10/31/2010	retired
Job & Family	Darin Kearns	Bus. Admin.	\$20.50	12/6/2010	new hire
Job & Family	Stacey Tanner	Unit Support Worker 2	\$10.35	11/22/2010	promotion

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-524

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Travel Expense Approval**

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

Dept./Person	Where	Date	Reg.	Travel	Travel (taxable)	Seminar, Conf., Mtg., etc.
Child Support						
Connie Scott, Brynn Bunting, Aaron Vizzo, Jennifer Burnham	Cleveland	11/17/2010	200.00	15.00		COGNOS Trng.
Deborah Watkins	Akron	9/22/2010		15.00		TPOC Skills Assessment Trng.
Common Pleas						
Mark K. Wiest	Dublin	12/8-10/2010	250.00	345.00		Ohio Common Pleas Judges Assoc. Winter Conf.
Env. Serv.						
Don Hendershott, Steve Wolfe	Wadsworth	11/18/2010		-0-		(NESOWEA) NE Section OH Water Environment Assoc.
Job & Family						
Donn Aukerman	Delaware	12/1/2010	25.00	97.90		Human Resource Mtg.
Juv. Prob.						
John Welling	Columbus	12/13-14/2010	100.00	209.16		Ohio Correctional & Court Services Assoc. Trng. Conf.
Planning						
Betsy Sparr	Columbus	12/2/2010		-0-		Semi-Annual Swank Rural Urban Policy Mtg.

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent Scott S. Wiggam yea

CERTIFICATE

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Diane L. Austen, Clerk

Resolution

No. 2010-525

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Organizational Membership Approval**

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

Department	Organization	Person	Fee/Each	Total
Wayne County	Northeast Ohio Four County Regional Planning and Development Org. (NEFCO)			\$3,904.00 1/1/2011 – 3/31/2011
Public Defender	National Assoc. of Criminal Defense Lawyers	Beverly J. Wire		\$125.00

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-526

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Special Event Expense Approval**

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

Department	Event	Date	Expenses Not to Exceed
Engineer	Employee Recognition (one additional recognition plaque)	12/23/2010	\$22.00

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-527

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Authority to Apply for Federal Justice Assistance Grant (JAG) through the Ohio Office of Criminal Justice (OCJS) on Behalf of the Wayne County Sheriff**

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

WHEREAS, the Ohio Office of Criminal Justice Services has made grant funds available under a Special Solicitation for Law Enforcement to provide patrol vehicles and equipment to assist in law enforcement (criminal investigations and mandated responsibilities described by Ohio law.); and

WHEREAS, the Wayne County Sheriff has requested to be authorized to apply for the maximum grant of \$30,000.00 with no match required to provide for the purchase of two (2) new Ford Crown Victoria Police Interceptors;

NOW, THEREFORE, BE IT RESOLVED that the Board of Wayne County Commissioners hereby approves and authorizes the grant application for \$30,000.00 to OCJS for federal JAG funds for two vehicles for the Wayne County Sheriff's office and authorizes the President of the Board to execute necessary application documents.

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-528

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Contract Award to G.E. Baker Construction, Inc. for Bridge Replacement No. WAY-CR86-05.72**

It was moved by Mr. Carmichael and seconded by Mr. Wiggam that the following contract be entered into with:

Name: G.E. Baker Construction, Inc.
6555 Wharton Road
Shreve, OH 44654

Purpose: Bridge Replacement No. WAY-CR86-05.72 on Smithville-Western Road over Sugar Creek Tributary between TR86 (Geyers Chapel Road) and CR54 (Honeytown Road) in Wayne Townhsip

Cost: Not to Exceed \$113,222.80

Effective Date:

Unsuccessful Bidders:

R.W. Robinson, Inc. DBA Terra Valley Excavating 87 East St. Bellville, OH 44813 \$119,386.50	Wenger Excavating, Inc. 26 N. Cochran St., P.O. Box 499 Dalton, OH 44618 \$124,417.00	Page Excavating, Inc. 2398 Applegate Rd. Lucas, OH 44843-9722 \$16,121,506.00
Burkey Excavating, Inc. P.O. 465 5690 N. Geyers Chapel Rd. Smithville, OH 44677 \$131,986.00	Lockhart Concrete Co. 800 W. Waterloo Rd. Akron, OH 44314 \$133,748.00	Beheler Excavating, Inc. 14923 Tomo Rd. Butler, OH 44822 \$139,240.10
V.O. Menezes & Son, Inc. 1016 S. Washington St. Millersburg, OH 44654 \$144,000.00	Workman Industrial Services, Inc. 310 Tallmadge Rd. Kent, OH 44240 \$516,463.00	

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-529

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Contract Award to Hilscher Clarke Electric Co. for a New Emergency Generator for the Wayne County Care Center**

It was moved by Mr. Carmichael and seconded by Mr. Wiggam that the following contract be entered into with:

Name: Hilscher Clarke Electric Co.
519 4th St. NW
Canton, OH 44703

Purpose: to furnish and install an Emergency Generator for the Wayne County Care Center

Cost: Not to Exceed \$119,790.00

Effective Date: 11/17/2010

Unsuccessful Bidders:

Kidron Electric, Inc. P.O. Box 248 5358 Kidron Rd. Kidron, OH 44636 \$125,845.00	Wood Electric 210 11 th St. NW New Philadelphia, OH 44663 \$127,177.00	Abbott Electric, Inc. 1935 Allen Ave. SE Canton, OH 44707 \$131,406.00
Dial Electric, Ltd. 30685 Solon Industrial Solon, OH 44139 \$132,344.00	Spring Electrical Const. Co., Inc. 1500 E. Lindaire Lane Mansfield, OH 44906 \$138,545.00	AC Split Bolt, Inc. 337 Palmer St. Wooster, OH 44691 \$147,220.00
R.J. Martin Elec. Serv., Inc. 22841 Aurora Rd. Bedford Hts., OH 44146 \$155,000.00		

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-530

Board of Wayne County Commissioners
Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **Authorization for President of the Board to execute a Change of Ownership Form from Colonial Life & Accident Insurance Company, Great West Retirement Services**

It was moved by Mr. Carmichael and seconded by Mr. Wiggam that authorization is hereby granted to the President of the Board to execute a Change of Ownership Form from Colonial Life & Accident Insurance Company, Great West Retirement Services.

The vote is as follows: Jim Carmichael yea Ann M. Obrecht absent 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. 2010-531

Board of Wayne County Commissioners

Jim Carmichael Ann M. Obrecht Scott S. Wiggam

Adopted: November 17, 2010

Subject: **A resolution providing for the issuance and sale of notes in the aggregate principal amount of \$240,000, in anticipation of the issuance of bonds, for the purpose of paying costs of acquiring, constructing, equipping, installing, reconstructing and otherwise improving facilities and other property of and for the Wayne County Sanitary Sewer District No. 1 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.**

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

WHEREAS, pursuant to Resolution No. 2009-579, adopted on October 28, 2009, there were issued \$284,000 Sewer District Improvement Notes, Series 2009, in anticipation of bonds, for the purpose stated in Section 1 (the Outstanding Notes), which Outstanding Notes mature on November 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 money available to the County; and

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 December 4, 2028;

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

Section 1. It is necessary to issue bonds of this County in the aggregate principal amount of \$240,000 (the "Bonds") for the purpose of paying costs of 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").

Section 2. The Bonds shall be dated approximately December 15, 2010, shall bear interest at the now estimated rate of 5.25% 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, 2011.

Section 3. It is necessary to issue and this Board determines that notes in the aggregate principal amount of \$240,000 (the "Notes") shall be issued in anticipation of the issuance of the Bonds and to retire, together with other money available to the County, the Outstanding Notes. The Notes shall be dated the date of their issuance and shall mature, subject to prepayment as hereinafter provided, on January 30, 2011. The Notes shall bear interest at a rate not to exceed 3.00% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable at maturity or upon prepayment, 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.

The Notes shall be prepayable without penalty or premium at the option of the County at any time prior to maturity. Prepayment prior to maturity shall be made by deposit with the Paying Agent (as defined in Section 4) of the principal amount of the Notes together with interest accrued thereon to the date of prepayment. The County's right of prepayment shall be exercised by mailing a notice of prepayment, stating the date of prepayment and the name and address of the Paying Agent, by certified or registered mail to the Original Purchaser of the Notes not less than seven days prior to the date of that deposit, unless that notice is waived by the Original Purchaser of the Notes. If money for prepayment is on deposit with the Paying Agent on the specified prepayment date following the giving of that notice (unless the requirement of that notice is waived as stated above), interest on the principal amount prepaid shall cease to accrue on the prepayment date, and upon the request of the County Auditor the Original Purchaser of the Notes shall arrange for the delivery of the Notes at the designated office of the Paying Agent for prepayment and surrender and cancellation.

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 County hereby represents that the Outstanding Notes were treated as "qualified tax exempt obligations" pursuant to Section 265(b)(3) of the Code. The County hereby covenants that it will redeem the Outstanding Notes from proceeds of, and within 90 days after issuance of, the Notes, and represents that all other conditions are met for treating the Notes as "qualified tax exempt obligations" and as not to be taken into account under subparagraph (D) of Section 265(b)(3) of the Code, without necessity for further designation, by reason of subparagraph (D)(ii) of Section 265(b)(3) of the Code. Any amount of the Notes in excess of the amount of the Outstanding Notes, determined in accordance with Section 265(b)(3) of the Code (the "Designated Amount"), is 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 "Designated Amount" of the Notes, in an aggregate amount in excess of \$30,000,000, and (ii) have not issued, do not reasonably anticipate issuing, and will not issue, tax exempt obligations (including the Designated Amount of 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 \$30,000,000, 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 benefitted 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.

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 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: Jim Carmichael yea Ann M. Obrecht absent 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