

**Commissioners' Journal**  
**April 19, 2016**

*The Geauga County Board of Commissioners met in session on April 19, 2016 at 9:00 a.m. in the Commissioners' Chambers located at 470 Center Street in Chardon, Ohio.*

*It is declared and determined that all formal actions of the Board of County Commissioners concerning and relating to the adoption of all resolutions that were adopted in this meeting, and that all deliberations of the Board of County Commissioners that resulted in such formal action were open to the public and were in compliance with all legal requirements, including section 121.22 of the Ohio Revised Code.*

*The President of the Board, Walter M. Claypool opened the meeting at 9:02 a.m. by leading the Board and audience in reciting the Pledge of Allegiance.*

**FINANCIALS**

*County Administrator David Lair reported on financials from April 14, 2016 Resolution #16-043 as approved by the County Administrator pursuant to the motion approved January 5, 2016 to authorize the County Administrator to execute, in the case of a lack of quorum of Commissioners and / or if session is cancelled on a regular financial day or on a day when financials need to be approved, the required approvals for county financials on behalf of the Board during the Year 2016, as authorized by O.R.C. 305.30. Mr. Lair stated that the financials included a Supplemental Appropriation for the Probate Court Special Projects Fund for salary.*

**COMMISSIONERS' OFFICE – CORSA RENEWAL**

*Local agent Gary Wirtz came before the Board and stated that CORSA has given Geauga County the renewal quote on the property/casualty insurance program with a reduction in property and liability insurance costs. Mr. Wirtz added that with Ms. Burhenne's help as the County Risk Manager, along with the efforts of various department directors all the established goals identified by CORSA this past year for risk reduction in our county program have been met and as a result there has been a loss control credit provided with this renewal of almost \$15,000.00, which contributes to the overall premium being down 5% from last year.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri to approve the County Risk Sharing Authority, Incorporated (CORSA) Insurance Program Renewal for the period May 1, 2016 through April 30, 2017, and further authorize the payment of \$332,611.00.*

<i>Roll Call Vote:</i>	<i>Commissioner Rear</i>	<i>Aye</i>
	<i>Commissioner Spidalieri</i>	<i>Aye</i>
	<i>Commissioner Claypool</i>	<i>Aye</i>

**APPROVE FINANCIALS**

*Budget and Finance Manager Heidi Delaney explained the financials for today as including a Supplemental Appropriation for the Sheriff's Concealed Handgun License fund; A Cash Transfer out of the General Fund to the Engineer's Office for deer removal; a Purchase Order for CORSA for the 2016/2017 program costs for property, auto and liability insurance in the amount of \$332,611.00; A Purchase Order for Whitworth Bus Sales Incorporated for the purchase of (2) 2016 Ford El Dorado buses for the Transit Department in the amount of \$141,488.00; A Purchase Order for The Braun Corporation for the purchase of a Dodge Grand Caravan modified minivan for the Transit Department in the amount of \$36,253.00; A Purchase Order for Junction Auto Sales for the purchase of a 2016 GMC Sierra 2500 extended cab 4x4 for the Department of Water Resources in the amount of \$33,431.50; Travel requests for the Auditor's Office, Common Pleas Court, and the Department of Job and Family Services; Payments to the OSU Co-op Extension for 1<sup>st</sup> and 2<sup>nd</sup> quarter 2016 portion of funding totaling \$137,132.50.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri to approve and execute Resolution #16-044 itemizing the financials for the meeting of April 19, 2016.*

<i>Roll Call Vote:</i>	<i>Commissioner Rear</i>	<i>Aye</i>
	<i>Commissioner Spidalieri</i>	<i>Aye</i>
	<i>Commissioner Claypool</i>	<i>Aye</i>

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COMMISSIONERS' OFFICE- COUNTY ADMINISTRATOR'S REPORT

*Mr. Lair reported on the items from April 13, 2016 and April 18, 2016 that he had approved, authorized by Resolution #16-005, adopted on January 11, 2016 pursuant to O.R.C. 305.30.*

*Mr. Lair stated that on April 13, 2016 he executed Ohio Community Development Block Grant Program Status Report for Grant B-F-15-1AZ-1 for the period September 1, 2015 through March 17, 2016; On April 18, 2016 from the Department of Water Resources, Mr. Lair stated that he approved the resignation of Calin McGhee, Maintenance Technician (#2328) effective April 11, 2016. Also approved were service contracts within the department of Water Resources from McDonald Equipment Company for generator services and repairs within the water section for one year in an amount not to exceed \$5,000.00; Service contracts from McDonald Equipment Company for generator services and repairs within the wastewater section for 1 year in an amount not to exceed \$10,000.00. From the Maintenance Department Mr. Lair executed three service contracts from Otis Elevator Company to perform lubrication and survey services for the elevator at the Department on Aging for 2 years, in an amount not to exceed \$10,000.00; the Courthouse Annex not to exceed \$10,000.00 and services for the dumbwaiter at the County Home in an amount not to exceed \$17,000.00.*

NOC COG – RESOLUTION #16-041 – RESCIND RESOLUTION #15-076 – REMAIN WITH ASHTABULA AND PORTAGE COUNTIES – WORKFORCE DEVELOPMENT BOARD – AREA 19

*NOC COG Director Craig Sernik stated that NOC COG has a grant with Job and Family Services, and Job and Family Services has asked that all counties in Ohio rethink their Partnerships for workforce regions that they currently belong to. Mr. Sernik stated that Geauga County has partnered with Ashtabula and Portage Counties in the past, as well as today. Mr. Sernik noted that when it was time to reapply for partnerships, Portage County wanted to explore new partnership applications with Summit and Medina Counties. Mr. Sernik stated that the Department of Labor ruled that the State of Ohio's Job and Family Services Policy on area designation was invalid; therefore all applications were thrown out. Mr. Sernik expressed that since this has happened he would like to reverse the course that was put on record and rescind Resolution #15-076 and pass Resolution #16-041 which would acknowledge that Geauga, Ashtabula and Portage Counties will remain together until June of 2017.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri to approve and execute Resolution #16-041 to Rescind Resolution #15-076, and authorization by Geauga County to Remain with Ashtabula and Portage Counties as part of Workforce Development Board, Area 19, until the Ohio Department of Job and Family Services Reopens the Application Process for Designation of Workforce Areas on an Unspecified Future Date.*

<i>Roll Call Vote:</i>	<i>Commissioner Rear</i>	<i>Aye</i>
	<i>Commissioner Spidalieri</i>	<i>Aye</i>
	<i>Commissioner Claypool</i>	<i>Aye</i>

*Board of County Commissioners, Geauga County, Ohio*

*Date: April 19, 2016*

*Resolution: #16-041*

**RESCIND GEAUGA COUNTY RESOLUTION NO. 15-076, AND AUTHORIZATION BY GEAUGA COUNTY TO REMAIN WITH ASHTABULA AND PORTAGE COUNTIES AS PART OF WORKFORCE DEVELOPMENT BOARD, AREA 19, UNTIL THE OHIO DEPARTMENT OF JOB AND FAMILY SERVICES REOPENS THE APPLICATION PROCESS FOR DESIGNATION OF WORKFORCE AREAS ON AN UNSPECIFIED FUTURE DATE.**

*WHEREAS, under Section 106 of the Workforce Innovation and Opportunity Act as passed by the 113th Congress, the State shall designate local workforce development areas for delivery of workforce development activities as described under H.R. 803, the "Workforce Innovation and Opportunity Act,"; and*

*WHEREAS, the State of Ohio's policy regarding the designation of workforce development areas required counties to formally request local workforce development area designation under the*

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*Workforce Innovation and Opportunity Act by May 29, 2015; and*

*WHEREAS, the Geauga County Board of Commissioners adopted Geauga County Resolution No. 15-076, on June 9, 2015, in which it sought to join only Ashtabula County, and excluding Portage County as part of Workforce Development Area, 19, commencing July 1, 2017; and*

*WHEREAS, the State of Ohio's policy regarding the designation of workforce development areas was determined by the United States Department of Labor in February of 2016, to not be in compliance with the Workforce Innovation and Opportunity Act, in that it denied the right of automatic designation to certain workforce investment areas recognized under the Workforce Investment Act of 1998, including Area 19, and it denied the local workforce areas recognized under the Workforce Investment Act of 1998 other certain rights associated with designation; and*

*WHEREAS, based upon the State of Ohio's errant designation policy, the Geauga County Board of Commissioners now desires to rescind Geauga County Resolution No. 15-076, and thereby participate in its right to receive an initial automatic designation to remain within Workforce Development Area 19 along with Ashtabula and Portage Counties, until a future unspecified date at which time the State of Ohio shall reconsider the designation of local workforce development areas pursuant to a lawful policy consistent with the Workforce Innovation and Opportunity Act;*

*NOW, THEREFORE, BE IT RESOLVED, that the Geauga County Board of Commissioners hereby rescinds in its entirety Geauga County Resolution No. 15-076; and*

*THAT, the Geauga County Board of Commissioners desire to be automatically recognized as part of Workforce Development Area 19 along with Ashtabula and Portage Counties, until a future unspecified date at which time the State of Ohio shall reconsider the designation of local workforce development areas pursuant to a lawful policy consistent with the Workforce Innovation and Opportunity Act; and*

*THAT, the Board of Commissioners hereby finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board; and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.*

**DEPARTMENT ON AGING – PERMISSION TO HIRE – JEFF THOMAS – FULL-TIME TRANSPORTATION DRIVER (#1020)**

*Director Jessica Boalt asked permission to hire Jeff Thomas, who is currently employed by Metzenbaum and is well qualified to work for the Department on Aging.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri approve hiring Jeff Thomas to the position of Full-time Transportation Driver (#1020) to be effective May 2, 2016 at the rate of \$13.30 per hour with a one year probationary period.*

<i>Roll Call Vote:</i>	<i>Commissioner Rear</i>	<i>Aye</i>
	<i>Commissioner Spidalieri</i>	<i>Aye</i>
	<i>Commissioner Claypool</i>	<i>Aye</i>

**COUNTY ENGINEER'S OFFICE – RESOLUTION TO ORDER IMPROVEMENT OF AUBURN ROAD (CH 4, SECTION A-C) – AUBURN TOWNSHIP- EXECUTE TITLE SHEET – SET BID OPENING**

*Deputy Engineer Shane Hajjar stated that the Engineer's Office is here today to present 3 road Projects which include Auburn Road, County Highway 4, Sections A through C, Aquilla Road, County Highway 5, Section C and Mulberry Road, County Highway 39, Sections E through I. Mr. Hajjar explained that these particular roads are all funded by Ohio Public Works Projects.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri approve and execute Resolution #16-045 to Order the Improvement of Auburn Road (CH 4, Sections A-C) in Auburn Township.*

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*This resolution also requests the Board approve and execute the Title Sheet for the Specifications for the same.*

*Further, this resolution sets a bid opening to be held on Wednesday, May 18, 2016 at 2:00 p.m. Notice of this bid opening will be advertised on Thursday, April 28, 2016 and on the county website.*

Roll Call Vote:	Commissioner Rear	Aye
	Commissioner Spidalieri	Aye
	Commissioner Claypool	Aye

**RESOLUTION TO ORDER THE IMPROVEMENT OF SECTIONS A – C OF  
AUBURN ROAD (CH 4) IN AUBURN TOWNSHIP**

*WHEREAS, the Geauga County Board of Commissioners has determined by Resolution 15-142 that the public convenience and welfare requires the improvement of Sections A-C of Auburn Road (CH 4) from the Portage County Line to Washington Street (CH 606) in Auburn Township by constructing and reconstructing culverts, performing drainage improvement, asphalt resurfacing and improving the shoulders as necessary in accordance with Section 5555.022 of the Ohio Revised Code; and*

*WHEREAS, no lands are needed to be taken relative for this improvement to Auburn Road; and*

*WHEREAS, the cost of such improvement will not be excessive in view of the public utility thereof and no special assessments shall be collected to fund this improvement; and*

*WHEREAS, the Geauga County Board of Commissioners, after reviewing the plans with the County Engineer in public session for the improvement of Street, is satisfied that the public convenience and welfare require that said improvement be made.*

*NOW THEREFORE, BE IT RESOLVED that the Geauga County Board of Commissioners in accordance with Section 5555.13 of the Ohio Revised Code hereby orders that such improvement proceed.*

*BE IT FURTHER RESOLVED that the Geauga County Board of Commissioners in accordance with Section 5555.022 of the Ohio Revised Code hereby approves the surveys, plans, profiles, cross sections, estimates, and specifications for such improvement, the costs of which shall be paid from local funding sources in accordance with Section 5555.43 of the Ohio Revised Code.*

*BE IT FURTHER RESOLVED that the Clerk of the Geauga County Board of Commissioners is hereby ordered to let this project for bids in accordance with Section 5555.61 of the Revised Code. The bids shall be let upon a unit price basis. Bids shall be received until 1:45 P.M. and opened at 2:00 P.M. on Wednesday, May 18, 2016 at which time bids shall be read aloud.*

*BE IT FURTHER RESOLVED that the Clerk of the Geauga County Board of Commissioners is hereby instructed to transmit a certified copy of this resolution to the Auburn Township Board of Trustees and the Geauga County Engineer.*

**COUNTY ENGINEER'S OFFICE – RESOLUTION TO ORDER IMPROVEMENT  
OF AQUILLA ROAD (CH 5, SECTION C) – BURTON AND CLARIDON TOWNSHIPS-  
EXECUTE TITLE SHEET – SET BID OPENING**

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri approve and execute Resolution #16-046 to Order the Improvement of Aquilla Road (CH 5, Section C) in Burton and Claridon Townships.*

*This resolution also requests the Board approve and execute the Title Sheet for the Specifications for the same.*

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*Further, this resolution sets a bid opening to be held on Wednesday, May 18, 2016 at 2:05 p.m. Notice of this bid opening will be advertised on Thursday, April 28, 2016 and on the county website.*

<i>Roll Call Vote:</i>	<i>Commissioner Rear</i>	<i>Aye</i>
	<i>Commissioner Spidalieri</i>	<i>Aye</i>
	<i>Commissioner Claypool</i>	<i>Aye</i>

***RESOLUTION TO ORDER THE IMPROVEMENT OF SECTION C OF  
AQUILLA ROAD (CH 5s) IN BURTON AND CLARIDON TOWNSHIPS***

*WHEREAS, the Geauga County Board of Commissioners has determined by Resolution 15-144 that the public convenience and welfare requires the improvement of Section C of Aquilla Road (CH 5s) from Butternut Road (CH 21) to Mayfield Road (U.S. 322) in Burton and Claridon Townships by constructing and reconstructing culverts, performing drainage improvement, asphalt resurfacing and improving the shoulders as necessary in accordance with Section 5555.022 of the Ohio Revised Code; and*

*WHEREAS, no lands are needed to be taken relative for this improvement to Aquilla Road; and*

*WHEREAS, the cost of such improvement will not be excessive in view of the public utility thereof and no special assessments shall be collected to fund this improvement; and*

*WHEREAS, the Geauga County Board of Commissioners, after reviewing the plans with the County Engineer in public session for the improvement of Street, is satisfied that the public convenience and welfare require that said improvement be made.*

*NOW THEREFORE, BE IT RESOLVED that the Geauga County Board of Commissioners in accordance with Section 5555.13 of the Ohio Revised Code hereby orders that such improvement proceed.*

*BE IT FURTHER RESOLVED that the Geauga County Board of Commissioners in accordance with Section 5555.022 of the Ohio Revised Code hereby approves the surveys, plans, profiles, cross sections, estimates, and specifications for such improvement, the costs of which shall be paid from local funding sources in accordance with Section 5555.43 of the Ohio Revised Code.*

*BE IT FURTHER RESOLVED that the Clerk of the Geauga County Board of Commissioners is hereby ordered to let this project for bids in accordance with Section 5555.61 of the Revised Code. The bids shall be let upon a unit price basis. Bids shall be received until 1:45 P.M. and opened at 2:05 P.M. on Wednesday, May 18, 2016 at which time bids shall be read aloud.*

*BE IT FURTHER RESOLVED that the Clerk of the Geauga County Board of Commissioners is hereby instructed to transmit a certified copy of this resolution to the Burton and Claridon Township Boards of Trustees and the Geauga County Engineer.*

**COUNTY ENGINEER'S OFFICE – RESOLUTION TO ORDER IMPROVEMENT  
OF MULBERRY ROAD (CH 39, SECTIONS E – I) – CHESTER AND MUNSON TOWNSHIPS-  
EXECUTE TITLE SHEET – SET BID OPENING**

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri approve and execute Resolution #16-047 to Order the Improvement of Mulberry Road (CH 39, Sections E-I) in Chester and Munson Townships.*

*This resolution also requests the Board approve and execute the Title Sheet for the Specifications for the same.*

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*Further, this resolution sets a bid opening to be held on Wednesday, May 18, 2016 at 2:10 p.m. Notice of this bid opening will be advertised on Thursday, April 28, 2016 and on the county website.*

Roll Call Vote:	Commissioner Rear	Aye
	Commissioner Spidalieri	Aye
	Commissioner Claypool	Aye

**RESOLUTION TO ORDER THE IMPROVEMENT OF SECTIONS E – I OF MULBERRY ROAD (CH 39) IN CHESTER AND MUNSON TOWNSHIPS**

*WHEREAS, the Geauga County Board of Commissioners has determined by Resolution 15-146 that the public convenience and welfare requires the improvement of Sections E-I of Mulberry Road (CH 39) from S.R. 306 to Thwing Road (CH 27) in Chester and Munson Townships by constructing and reconstructing culverts, performing drainage improvement, asphalt resurfacing and improving the shoulders as necessary in accordance with Section 5555.022 of the Ohio Revised Code; and*

*WHEREAS, no lands are needed to be taken relative for this improvement to Mulberry Road; and*

*WHEREAS, the cost of such improvement will not be excessive in view of the public utility thereof and no special assessments shall be collected to fund this improvement; and*

*WHEREAS, the Geauga County Board of Commissioners, after reviewing the plans with the County Engineer in public session for the improvement of Street, is satisfied that the public convenience and welfare require that said improvement be made.*

*NOW THEREFORE, BE IT RESOLVED that the Geauga County Board of Commissioners in accordance with Section 5555.13 of the Ohio Revised Code hereby orders that such improvement proceed.*

*BE IT FURTHER RESOLVED that the Geauga County Board of Commissioners in accordance with Section 5555.022 of the Ohio Revised Code hereby approves the surveys, plans, profiles, cross sections, estimates, and specifications for such improvement, the costs of which shall be paid from local funding sources in accordance with Section 5555.43 of the Ohio Revised Code.*

*BE IT FURTHER RESOLVED that the Clerk of the Geauga County Board of Commissioners is hereby ordered to let this project for bids in accordance with Section 5555.61 of the Revised Code. The bids shall be let upon a unit price basis. Bids shall be received until 1:45 P.M. and opened at 2:10 P.M. on Wednesday, May 18, 2016 at which time bids shall be read aloud.*

*BE IT FURTHER RESOLVED that the Clerk of the Geauga County Board of Commissioners is hereby instructed to transmit a certified copy of this resolution to the Chester and Munson Townships Board of Trustees and the Geauga County Engineer.*

**DEPARTMENT OF WATER RESOURCES – APPROVE UNPAID MEDICAL LEAVE – GALE KNIGHT II – MAINTENANCE WORKER**

*Director Gerard Morgan asked that Gale Knight be granted an unpaid medical leave for 44 hours for personal medical issues.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri to approve an unpaid Family Medical Leave for Gale Knight II, Maintenance Worker, for a period of forty-four (44) hours, which will extend his probationary period to April 29, 2016.*

Roll Call Vote:	Commissioner Rear	Aye
	Commissioner Spidalieri	Aye
	Commissioner Claypool	Aye

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**MAINTENANCE DEPARTMENT – SERVICE CONTRACT AGREEMENT – NOLAN DOOR AND HARDWARE COMPANY – GEAUGA COUNTY COURTHOUSE**

*Director Glen Vernick stated that he is presenting a service contract with Nolan Door to replace doors within the courthouse. Mr. Vernick stated that there are a total of 3 doors to be replaced.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri to approve and execute the service Contract Agreement with Nolan Door and Hardware Company, Incorporated to perform door replacement services at the Geauga County Courthouse for the Year 2016 in an amount not to exceed \$39,048.00.*

<i>Roll Call Vote:</i>	<i>Commissioner Rear</i>	<i>Aye</i>
	<i>Commissioner Spidalieri</i>	<i>Aye</i>
	<i>Commissioner Claypool</i>	<i>Aye</i>

**MAINTENANCE DEPARTMENT – SERVICE CONTRACT AGREEMENT – TYCO INTEGRATED SECURITY LLC – UPGRADES AND INSTALL RECORDING SYSTEM – GEAUGA COUNTY COURTHOUSE**

*Mr. Vernick asked for permission for the upgrade of the recording system at the courthouse.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri to approve and authorize the President of the Board to execute service Contract Agreement with Tyco Integrated Security LLC, to perform upgrades and install a Recording System at the Geauga County Courthouse for the Year 2016 in an amount not to exceed \$42,812.00.*

<i>Roll Call Vote:</i>	<i>Commissioner Rear</i>	<i>Aye</i>
	<i>Commissioner Spidalieri</i>	<i>Aye</i>
	<i>Commissioner Claypool</i>	<i>Aye</i>

**COMMISSIONERS OFFICE - PUBLIC HEARING – REVENUE BONDS – SOUTH FRANKLIN CIRCLE, SERIES 2016**

*The Public Hearing was opened at 9:30 a.m.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri to waive the reading of the legal notice.*

<i>Roll Call Vote:</i>	<i>Commissioner Rear</i>	<i>Aye</i>
	<i>Commissioner Spidalieri</i>	<i>Aye</i>
	<i>Commissioner Claypool</i>	<i>Aye</i>

**COMMISSIONERS' OFFICE – RESOLUTION – SOUTH FRANKLIN CIRCLE**

*Mr. Todd Gibson from Squire Patton Boggs introduced himself and Cynthia Dunn, CEO of Judson Services, Inc., owners of South Franklin Circle. Mr. Gibson stated that the resolution is asking for authorization for bond documents for the issuance of re-funding obligations that will help South Franklin Circle refinance existing debt at a lower cost.*

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri to approve and execute Resolution #16-048 Authorizing the Issuance and Sale of, not to exceed \$7,000,000.00 Self-Supporting Revenue Bonds to refinance obligations funding the South Franklin Circle project; Authorizing the signing and delivery of a Base Lease, Lease, Bond Indenture, and Assignment to the Master Trustee; providing for the terms, and security for the payment, of the Bonds, and a Bond Purchased Agreement to provide for the Sale of the Bonds; and Authorizing and Approving Related Matters.*

<i>Roll Call Vote:</i>	<i>Commissioner Rear</i>	<i>Aye</i>
	<i>Commissioner Spidalieri</i>	<i>Aye</i>
	<i>Commissioner Claypool</i>	<i>Aye</i>

**RESOLUTION NO. 16-048**

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*RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$7,000,000 SELF-SUPPORTING REVENUE BONDS TO REFINANCE OBLIGATIONS FUNDING THE SOUTH FRANKLIN CIRCLE PROJECT; AUTHORIZING THE SIGNING AND DELIVERY OF A BASE LEASE, LEASE, BOND INDENTURE, AND ASSIGNMENT TO THE MASTER TRUSTEE; PROVIDING FOR THE TERMS, AND SECURITY FOR THE PAYMENT, OF THE BONDS, AND A BOND PURCHASE AGREEMENT TO PROVIDE FOR THE SALE OF THE BONDS; AND AUTHORIZING AND APPROVING RELATED MATTERS.*

*WHEREAS, the County of Geauga, Ohio (the "Issuer"), a county and political subdivision of the State of Ohio (the "State"), is authorized and empowered under the laws of the State, including without limitation, Chapter 140 of the Ohio Revised Code (the "Act"), among other things: (i) to acquire, construct, improve and equip "hospital facilities" as defined in the Act; (ii) to issue its revenue bonds for the purpose of financing and refinancing "costs of hospital facilities" as defined in the Act; (iii) to enter into lease agreements to provide for revenues to pay the debt service on those revenue bonds; (iv) to secure those revenue bonds by a trust indenture and by the pledge and assignment of payments to be made, and rights granted, under a lease agreement; and (v) to adopt this Resolution and to sign and deliver certain documents upon the terms and conditions provided herein;*

*WHEREAS, at the request of South Franklin Circle, an Ohio nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Corporation"), and pursuant to the Act and Resolution No. 12-202 adopted by this Board on December 6, 2012, self-supporting revenue bonds were issued by the Issuer in the original principal amount of \$41,500,000 (the "2012 Bonds") for the purpose of providing funds to refinance a portion of the costs of constructing facilities to be used as residences by elderly persons under care and residency agreements with the Corporation providing accommodations, care and services, which facilities constitute "hospital facilities" as defined in the Act (the "Project");*

*WHEREAS, in connection with the issuance of the 2012 Bonds, the Corporation entered into: a trust indenture between the Issuer and UMB Bank, N.A., as trustee (the "Series 2012 Bond Trustee"); a lease of the Project to the Issuer, as lessee, by the Corporation, as lessor (the "Original Base Lease"); a leaseback of the Project from the Issuer, as lessor, to the Corporation, as lessee (the "Original Lease"); an assignment of rents payable by the Corporation under the Original Lease from the Issuer to the Series 2012 Bond Trustee; and an assignment of rights under the Base Lease and Lease from the Issuer to UMB Bank, N.A., as master trustee (in such capacity, the "Master Trustee") under the Master Indenture described below (the "Original Assignment to the Master Trustee");*

*WHEREAS, on February 19, 2016, the Corporation issued its South Franklin Circle Taxable Notes (2016A) in the original principal amount of \$5,850,000 (the "Series 2016A Taxable Notes") pursuant to the Master Trust Indenture dated as of December 1, 2012 (the "Master Trust Indenture") as supplemented and amended by the Supplemental Indenture for Obligation No. 1, Obligation No. 2 and Obligation No. 3 dated as of December 1, 2012 (the "First Supplemental Indenture"), the Supplemental Indenture for Obligation No. 4 dated as of December 1, 2012 (the "Second Supplemental Indenture") and the Supplemental Indenture for 2016A Obligations dated as of January 1, 2016 (the "Third Supplemental Indenture" and, together with the First Supplemental Indenture, the Second Supplemental Indenture and the Master Trust Indenture, the "Existing Master Indenture"), each between the Corporation and the Master Trustee, for the purpose of providing funds to finance and refinance additional costs the Project;*

*WHEREAS, at the request and based, in part, on representations of the Corporation, this Board determined in Resolution No. 16-035 adopted March 23, 2016, to issue self-supporting revenue bonds in an aggregate principal amount of not to exceed \$7,000,000 (the "Bonds") to currently refund the Series 2016A Taxable Notes, provided that the Issuer would not have any financial responsibility except from payments to be made by the Corporation to the Issuer under the financing agreements and the Bonds would be sold initially to investors who will have the ability to bear the economic risks of an investment in the Bonds and each of which is an "accredited investor" as that term is defined in Rule 501 of Regulation D promulgated under the Securities Act*

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*of 1933, as amended, or a "qualified institutional buyer" as that term is defined under Rule 144A of the Securities Exchange Act of 1934, as amended;*

*WHEREAS, the Corporation has caused the preparation and submission to this Board of financing agreements in form satisfactory to the Issuer, including the Base Lease, Lease, Bond Indenture, Assignment to the Master Trustee, Tax Agreement and Bond Purchase Agreement, all as defined and described in this Resolution; and*

*WHEREAS, this Board has determined to issue the Bonds in order to better provide for the health and welfare of the people of the Issuer by enhancing the availability, efficiency and economy of "hospital facilities" and the services rendered thereby, and in connection with the issuance and sale of the Bonds, to adopt this Resolution, to enter into the Bond Purchase Agreement, the Bond Indenture, the Base Lease, the Lease, the Assignment to the Master Trustee and the Tax Agreement, all as defined and described in this Resolution, and to sign and deliver certain other documents upon the terms set forth in this Resolution and those documents;*

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

*Section 1. Authorization of Bonds. This Board finds and determines that it is necessary to, and the Issuer shall, issue, sell and deliver, as provided and authorized herein and pursuant to the Act, self-supporting revenue bonds of the Issuer in an aggregate principal amount of not to exceed \$7,000,000 for the purpose of providing funds to finance and refinance a portion of the costs of the Project. The proceeds of the Bonds shall be used, together with other funds available to the Corporation, to refund all of the Series 2016A Taxable Notes, pay a portion of the costs of issuance of the Bonds, and to fund debt service reserve funds and interest payable on the Bonds for a period of time, all as required and provided in the Bond Indenture. This Board finds and determines that the issuance of the Bonds, the use of the proceeds of the Bonds as described herein and in the Bond Indenture and the lease of the Project to the Corporation under the Lease will advance the purposes of the Act, and the Issuer will benefit thereby, by better providing for the health and welfare of the residents of the Issuer and the State by enhancing the availability, efficiency and economy of facilities such as the Project so that such facilities and the services rendered thereby are available to or for the service of the general public without discrimination by reason of race, creed, color or national origin.*

*Pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), including applicable United States Treasury temporary regulations, this Board (the "applicable elected representative" within the meaning of Section 147(f) of the Code), approves the issuance of the Bonds. This approval is given following a public hearing held by this Board on April 19, 2016 in Commissioners' Chambers, 470 Center Street, Building No. 4, Chardon, Ohio at 9:30 a.m. following reasonable public notice posted and published at least fourteen days in advance of such hearing, is solely for the purposes of satisfying Section 147(f) of the Code and any United States Treasury Regulations and does not constitute an exercise of functions conferred by law upon the Issuer.*

*Section 2. Delivery of Documents to Secure the Bonds.*

*(a) Issuer Documents. Pursuant to the Act and to provide for the security and source of payment of the Bonds, the Issuer shall enter into: a trust indenture (the "Bond Indenture") between the Issuer and UMB Bank, N.A. (in such capacity, the "Series 2016 Bond Trustee"); an Amended and Restated Base Lease between the Issuer and the Corporation that amends and restates the Original Base Lease (as amended and restated, the "Base Lease"); an Amended and Restated Lease between the Issuer and the Corporation that amends and restates the Original Lease (as amended and restated, the "Lease"); and an Amended and Restated Assignment of Basic Rent and Rights Under the Base Lease and Lease from the Issuer to the Master Trustee that amends and restates the Original Assignment to the Master Trustee (as amended and restated, the "Assignment to the Master Trustee"). To provide for compliance with applicable federal tax laws relating to "qualified 501(c)(3) bonds" under the Code, the Issuer shall enter into the tax certificate and agreement (the "Tax Agreement") among the Issuer, the Corporation and the Series 2016 Bond Trustee. The Bond Indenture, the Base Lease, the Lease, the Assignment to the Master Trustee and the Tax Agreement are referred to collectively in this Resolution as the "Issuer Documents."*

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(b) Corporation Documents. For the further security of the Bonds, the Corporation shall deliver to the Series 2016 Bond Trustee its Obligation Nos. 5 and 6 (the "Master Obligations") issued as a Senior Obligation and a Subordinate Obligation, respectively, under the Existing Master Indenture as supplemented and amended by the Supplemental Indenture for Obligation No. 5 and Obligation No. 6 (the "Fourth Supplemental Indenture" and, together with the Existing Master Indenture, the "Master Indenture"). The Master Obligations are secured by the affirmative and negative covenants of the Corporation set forth in the Master Indenture and by the Mortgage described therein delivered to the Master Trustee. The Base Lease, the Lease, the Tax Agreement, the Master Indenture, the Mortgage and the Master Obligations are referred to collectively in this Resolution as the "Corporation Documents."

Section 3. Terms and Provisions of Bonds. The Bonds shall be issued in two series, the Series 2016A Bonds in the principal amount of approximately \$3,500,000 and the Series 2016B Bonds in the principal amount of approximately \$3,500,000, as shall be set forth in the Bond Indenture, provided that the aggregate principal amount of the two series shall not exceed \$7,000,000. The Bonds (i) shall be designated "County of Geauga, Ohio, Revenue Bonds, Series 2016A (South Franklin Circle Project)" and "County of Geauga, Ohio, Revenue Bonds, Series 2016B (Subordinate) (South Franklin Circle Project)," respectively; (ii) shall be issuable initially only in fully registered form and in the authorized denominations provided in the Bond Indenture; (iii) shall be exchangeable only for Bonds of the same series and maturity and in authorized denominations, as provided in the Bond Indenture, subject to the limitations set forth in the Bond Indenture; (iv) shall be numbered in a manner determined by the Series 2016 Bond Trustee that will distinguish each Bond from each other Bond; and (v) shall be dated as of their date of issuance. Principal, interest and any premium (the "Bond Service Charges") on the Bonds shall be payable as provided in the Bond Indenture without deduction for the services of any paying agent. Initially, the Series 2016 Bond Trustee shall be the paying agent for the Bonds, and the Series 2016 Bond Trustee may designate additional paying agents as provided in the Bond Indenture. The Bonds shall be signed by at least two members of this Board in their official capacities (provided that one or both of those signatures may be facsimiles).

The Series 2016A Bonds shall mature on December 31, 2022 and the Series 2016B Bonds shall mature on December 31, 2047. The Bonds shall be subject to optional redemption, extraordinary optional redemption and mandatory redemption as provided in Section 4.01 of the Bond Indenture. The Bonds shall bear interest at the respective rates set forth in Section 2.02 of the Bond Indenture, payable on June 30 and December 31 each year, beginning June 30, 2016.

The Bonds shall originally be issued solely in book entry form to a depository to be held in a book entry system as provided in the Bond Indenture. The Issuer and the Series 2016 Bond Trustee may enter into an agreement or letter of representation with The Depository Trust Company, New York, New York ("DTC") to provide for a book entry system for the Bonds (the "DTC Agreement").

Section 4. Sale of the Bonds. The Bonds are sold to Cross Point Capital, LLC (the "Original Purchaser") in accordance with the terms of this Resolution and the Bond Purchase Agreement among the Original Purchaser, the Issuer and the Corporation in substantially the form now on file with the Clerk of this Board (the "Bond Purchase Agreement"), with any changes therein that are not inconsistent with this Resolution and not substantially adverse to the Issuer, and as are permitted by the Act and approved on behalf of the Issuer by the official of the Issuer signing the Bond Purchase Agreement and as are approved by the Corporation. The approval on behalf of the Issuer of those changes by such officials and the status of those changes as not substantially adverse to the Issuer, shall be conclusively evidenced by the signing of the Bond Purchase Agreement by the Issuer. It is determined hereby that the purchase price and the manner of sale and the terms of the Bonds, as provided in this Resolution, the Bond Purchase Agreement and the Bond Indenture, are consistent with all legal requirements and will carry out the public purposes of the Act.

Each member of this Board, the County Auditor, the County Administrator and the Clerk of this Board are authorized and directed, acting alone or together, to make the necessary arrangements with the Original Purchaser to establish the date, location, procedures and conditions for the delivery of the Bonds to the Original Purchaser and to take all steps necessary to effect the signing, authentication and delivery of the Bonds to the Original Purchaser under the terms of this Resolution, the Bond Indenture and the Bond Purchase Agreement.

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*An offering circular relating to the original issuance of the Bonds will be prepared and distributed by the Corporation (the "Offering Circular"). The preparation, use and distribution of the Offering Circular shall be the responsibility of the Corporation and shall be in compliance with SEC Rule 15c2-12 (the "Rule"). Except for information with respect to the Issuer, the Issuer has not confirmed and will not confirm, and the Issuer assumes no responsibility for, the accuracy, completeness or fairness of any of the statements in the Offering Circular or any supplements thereto, or in any reports, financial information, offering or disclosure documents or other information in any way relating to the Project, the Corporation or the Original Purchaser. The Corporation is the only "obligated person" under the Rule, and it shall comply with all continuing disclosure requirements under the Rule.*

*Section 5. Allocation of Proceeds of Bonds. The proceeds of the sale of the Bonds shall be allocated, deposited and applied for the purposes for which they are issued, as and to the extent required and provided in the Bond Indenture. All funds, accounts and subaccounts contemplated in the Bond Indenture to be created are authorized and directed to be created and shall be used without further legislative action for the purposes specified in the Bond Indenture.*

*Section 6. Security for the Bonds. To the extent and except as otherwise provided under the Bond Indenture, the Bonds shall be special obligations of the Issuer and (a) the Bond Service Charges on the Bonds shall be payable solely from the "Revenues," as defined in the Bond Indenture and being generally amounts paid by the Corporation as rent under the Lease ("Basic Rent"), and money in, and investments held for the credit of, the Special Funds established under the Bond Indenture, and (b) the payment of Bond Service Charges on the Bonds shall be secured by (i) a pledge of and lien on the Revenues, (ii) the Basic Rent to be paid by the Corporation under the Lease, (iii) the Bond Indenture, and (iv) Obligation No. 5 and Obligation No. 6 issued by the Corporation under the Master Indenture and delivered to the Series 2016 Bond Trustee to guarantee the payment of Bond Service Charges on the Series 2016A Bonds and Series 2016B Bonds, respectively. All Basic Rent payable by the Corporation pursuant to the Lease shall be paid by the Corporation directly to the Master Trustee for distribution by the Master Trustee pursuant to the priority established in the Master Indenture.*

*Anything in this Resolution, the Bonds or the Bond Indenture to the contrary notwithstanding, the Bonds do not and shall not represent or constitute a general obligation, debt or bonded indebtedness of the Issuer, and further, nothing in this Resolution, the Bonds or the Bond Indenture shall give the Holders of the Bonds, and they do not and shall not have, the right to have excises, ad valorem taxes or other taxes levied by the Issuer, or by the State or the taxing authority of any other political subdivision, for the payment of Bond Service Charges on the Bonds. The Bonds shall contain a statement to that effect and to the effect that the Bonds are payable solely from the Revenues and from any other money obtained by the Series 2016 Bond Trustee upon the exercise of rights and remedies under the Issuer Documents, the Corporation Documents and Obligation Nos. 5 and 6.*

*Section 7. Covenants and Agreements of Issuer. In addition to the other covenants of the Issuer herein and in the Issuer Documents, the Issuer further covenants and agrees as follows:*

*(a) Authority and Actions. The Issuer is, and upon delivery of the Bonds will be, duly authorized by the laws of the State, particularly and without limitation the Act, to issue the Bonds, to sign and deliver the Issuer Documents, the Bond Purchase Agreement, and any other documents to which it is a party with respect to the Bonds, and to provide the security for payment of the Bond Service Charges on the Bonds in the manner and to the extent set forth in this Resolution and in the Issuer Documents, all as authorized by this Board. All actions on the part of the Issuer for the issuance of the Bonds and the signing and delivery of the Issuer Documents, the Bond Purchase Agreement, and such other documents as are authorized herein have been or will be duly and effectively taken. The Bonds will be valid and enforceable special obligations of the Issuer according to their terms. Each duty of the Issuer and of its officers and employees undertaken pursuant to the Bonds, the Issuer Documents and the Bond Purchase Agreement is a duty specifically enjoined by law pursuant to Section 140.06(J), Ohio Revised Code, upon the Issuer and each of those officers and employees having authority thereunder or by provision of law to perform the duty, and resulting from an office, trust or station, within the meaning of Section 2731.01, Ohio Revised Code, providing for enforcement by writ of mandamus.*

*(b) Federal Tax Considerations. The Issuer covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent as may be necessary so that the Bonds will*

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*not constitute arbitrage bonds or hedge bonds under the Code. The Issuer further covenants that it (i) will take, or require to be taken, all actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, and (ii) will not take or authorize to be taken any actions that would adversely affect that exclusion. Any member of the Board, the County Auditor, the County Administrator, the Clerk of this Board, or any other officer of the Issuer having responsibility for the issuance of the Bonds, alone or in conjunction with the Corporation or any officer, employee, agent of or consultant to the Corporation, shall (i) make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the Issuer with respect to the Bonds as the Issuer is permitted or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, or reducing the burden or expense of such compliance, and (ii) either enter into an agreement with the Corporation and Series 2016 Bond Trustee or give an appropriate certificate of the Issuer for inclusion in the transcript of proceedings for the Bonds setting forth the reasonable expectations of the Issuer regarding the amount and use of all of the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of interest on the Bonds. The Issuer's agreement or certificate may be premised on facts, estimates and circumstances as provided by the Corporation, all as of the date of delivery of the Bonds. In its performance of these covenants, and other covenants of the Issuer pertaining to federal income tax laws, the Issuer may rely upon the written advice of Squire Patton Boggs (US) LLP, as bond counsel.*

*(c) Transcript. The Clerk of this Board shall furnish to the Original Purchaser a true transcript of proceedings, certified by the Clerk, of all proceedings of the Issuer had with reference to the issuance of the Bonds, together with such information from the records as is necessary to determine the regularity and validity of the issuance of the Bonds.*

*(d) Further Assurances. The Issuer shall do all things and take all actions on its part necessary to comply with obligations, duties and responsibilities on its part under the Issuer Documents. Nothing herein or in the Issuer Documents shall be construed as requiring the Issuer to operate the Project or to use any moneys from any source other than the Revenues.*

*Section 8. Execution of Documents. To provide for the issuance and sale of the Bonds and the consummation of the transactions contemplated in the Issuer Documents and the Bond Purchase Agreement, any member of this Board, the County Auditor, the Clerk, the County Administrator or any other appropriate officer of the Issuer, alone or in conjunction with any of the foregoing, are authorized and directed to sign, acknowledge and deliver, for and in the name and on behalf of the Issuer, each Issuer Document and the Bond Purchase Agreement, in substantially the respective forms thereof submitted to this Board and such other instruments and documents necessary to consummate the transactions contemplated by the Issuer Documents, the Corporation Documents and the Bond Purchase Agreement. The Issuer Documents and the Bond Purchase Agreement are approved with any changes, and such other instruments and documents are approved in such forms, which are not inconsistent with this Resolution, which are not substantially adverse to the Issuer, which are permitted by the Act, and which are approved by the officer or officers of the Issuer executing the respective documents. The approval of any changes and the determination that any such changes, are not substantially adverse to the Issuer shall be evidenced conclusively by the signing of the respective documents by the officer or officers of the Issuer.*

*Section 9. Other Documents. Upon the request of the Corporation, any member of this Board, the County Auditor, the County Administrator, the Clerk of this Board and any other appropriate officer of the Issuer, alone or in conjunction with any of the foregoing, are authorized and directed to sign, deliver and, if applicable file, for and in the name and on behalf of the Issuer, any certifications, financing or termination statements, assignments and other instruments and documents which are necessary or appropriate to consummate the transactions contemplated in the Issuer Documents, the Corporation Documents, the Bond Purchase Agreement and the Bonds. Those certifications and other instruments and documents include, without limitation, appropriate certificates under Sections 103 and 148 of the Code, reports on Form 8038, any other certifications and forms necessary or advisable under the Code and certifications by the Clerk of the transcript of proceedings relating to the issuance of the Bonds.*

*Section 10. Lien of Pledge Under this Resolution. As provided in Section 140.06(D) of the Act, the Revenues are subject to the lien of the pledge under this Resolution and under the Bond Indenture and the Assignment to the Master Trustee without any physical delivery of the Revenues*

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*or further act, and the lien of that pledge is valid and binding against all parties having claims of any kind against the Issuer or the Corporation (irrespective of whether those parties have notice of such pledge), and creates a perfected security interest for all purposes of Chapter 1309, Ohio Revised Code, without the necessity for separation or delivery of the Revenues or for the filing or recording of the Bond Indenture or any other resolution or instrument by which that pledge is created or any certificate, statement or other document with respect to that pledge.*

*Section 11. Compliance with Open Meeting Requirements. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board that resulted in those formal actions were in meetings open to the public, in compliance with the law.*

*Section 12. Effective Date. This Resolution shall be in full force and effect from and immediately after its adoption.*

*Being no further comments or questions the Public Hearing was closed at 9:45 a.m.*

**ACKNOWLEDGEMENTS**

- a) A weekly report filed by the County Dog Warden of all dogs seized, impounded, redeemed or destroyed for the week ending April 6, 2016 as required by O.R.C. 955.12.*
- b) The Monthly Inventory Report, Consolidated Investment Portfolio and Obligations and Securities monthly reports filed by the Treasurer's Office for Geauga County for the Month of March, 2016, pursuant to ORC 135.35(L).*

**OTHER**

*The Board reviewed upcoming events.*

**MEETINGS**

*Tue., 4/19 ADP Meeting 2:00 p.m. Auditor's Office*

*Tue., 4/19 Planning Commission meeting at 7:00 p.m. in the Planning Commission meeting room, Bldg. #1C, 470 Center Street, Chardon*

*4/21-4/24 Maple Festival, Chardon Square*

*Tue., 4/26 The Commissioners will hold regular session at 9:00 a.m. that will include Public Hearing #1 at 9:30 a.m. for the Community Development Block Grant Small Cities Program*

*Thu., 4/28 The Commissioners session scheduled for 6:30 p.m. has been cancelled.*

*Thu., 4/28 CIC 46<sup>th</sup> Annual Salute to Business and Industry at 5:30 p.m., St. Denis Party Center*

*Sun., 5/1-5/3 Opiate Conference, Columbus*

*Tue., 5/3 The Commissioners session scheduled for 9:00 a.m. has been cancelled.*

*Thu., 5/5 CASA Appreciation Evening, 6:30 p.m., Welshfield Inn*

*Tue., 5/10 The Commissioners will hold regular session at 9:00 a.m.*

*Tue., 5/10 Planning Commission, 7:00 p.m.*

*Thu., 5/12-5/13 Empowering Local Leadership, David Joyce, Washington, D.C.*

*Fri., 5/13 NOACA Finance & Audit, 8:30 a.m. Governance, 10:00 a.m.*

*Sat., 5/14 UH 150 Years Dedication, 6-11 p.m. Cleveland Convention Center*

*Mon., 5/16 Family First, 2:00 p.m. JFS*

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*Tues., 5/17 The Commissioners will hold regular session at 9:00 a.m.*

***BEING NO FURTHER BUSINESS TO COME BEFORE THE BOARD***

*Motion: by Commissioner Rear, seconded by Commissioner Spidalieri to adjourn the meeting at 9:41 a.m.*

*Geauga County Board of Commissioners*

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*Walter M. Claypool*

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*Ralph Spidalieri*

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*Blake A. Rear*

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*Deborah Ashburn, Acting Commissioners' Clerk*

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