BOARD OF COUNTY COMMISSIONERS

CLERMONT COUNTY, OHIO

ROBERT L. PROUD EDWIN H. HUMPHREY DAVID H. UIBLE

IN RE: BOARD OF COUNTY COMMISSIONERS...RESOLUTION NUMBER 67-13/PAYMENT OF BILLS...ADOPTED

Moved by Mr. Uible, seconded by Mr. Proud, that the Board of County Commissioners approve the following recommendation:

Recommendation that the Board of County Commissioners adopt **Resolution Number 67-13** resolving to approve payment to vendors **in the total amount of $1,351,479.37** as set forth in the BCC Approval Invoice Report(s) For Checks Dated **May 29, 2013**, Vendor Invoice List Report(s), Items paid by Fund and Check Date Range Report and/or Procurement Card Transaction Report presented by the County Auditor on **05/28/2013**, and further authorizing the County Auditor to issue warrants for same pursuant to Section 319.16 of the Ohio Revised Code.

Upon roll call on the foregoing motion, the vote was as follows:

Mr. Uible, Yes; Mr. Proud, Yea; Mr. Humphrey, Aye.

*I, Judith Kocica, Clerk of the Board of the Clermont County Commissioners, do hereby Certify the above to be a true and exact excerpt from the minutes of the Regular Session of the Board of County Commissioners, Clermont County, Ohio, on **May 29, 2013.***

ATTEST:

Judith Kocica

Judith Kocica, Clerk
May 29, 2013

TELEPHONE: (513) 732-7300 101 E. MAIN STREET BATAVIA, OHIO 45103 FAX: (513) 732-7921

Moved by Mr. Uible, seconded by Mr. Proud,

Recommendation that the Board of County Commissioners adopt Resolution Number 67-13 resolving to approve payment to vendors **in the total amount of $1,351,479.37** as set forth in the BCC Approval Invoice Report(s) For Checks Dated **May 29, 2013**, Vendor Invoice List Report(s), Items paid by Fund and Check Date Range report and/or Procurement Card Transaction Report presented by the County Auditor 05/28/2013 and further authorizing the County Auditor to issue warrants for same pursuant to Section 319.16 of the Ohio Revised Code.

Upon roll call on the foregoing motion, the vote was as follows:

Edwin H. Humphrey, aye

David H. Uible, yes

Robert L. Proud, yes

Date Adopted: May 29, 2013

Edwin H. Humphrey

David H. Uible

Robert L. Proud

RESOLUTION NO. 68 -13

The Board of County Commissioners, Clermont County, Ohio, met in regular session on the 29th day of May 2013, with the following members present:

Edwin H. Humphrey, President

David H. Uible, Vice-President

Robert L. Proud, Member

Mr. Uible moved for the adoption of the following resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS FROM TIME TO TIME FOR THE PURPOSE OF PAYING THE COSTS OF IMPROVING THE COUNTY'S WATER TREATMENT AND DISTRIBUTION SYSTEM OR REFUNDING DEBT ISSUED BY THE COUNTY FOR THAT PURPOSE AND AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER TRUST AGREEMENT PROVIDING FOR THE RIGHTS OF THE HOLDERS OF THE BONDS AND PLEDGING CERTAIN REVENUES AND FUNDS TO SECURE THOSE BONDS.

WHEREAS, pursuant to the provisions of Chapter 6103 of the Ohio Revised Code, the County now owns and operates, as a public utility, a water treatment and distribution system (the "*Utility*") the services of which are supplied to users within the County; and

WHEREAS, pursuant to Chapter 133 of the Ohio Revised Code the County is authorized to: (a) issue its revenue bonds (the "*Bonds*") for the purpose of paying the costs of improving the Utility and for the purpose of paying the costs of refunding debt issued to pay the costs of improving the Utility, (b) refund any or all of the Bonds, (c) enter into a master trust agreement and supplemental trust agreements to secure the Bonds, and (d) provide for the pledge or assignment of revenues sufficient to pay the principal of and interest and any redemption premium on the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Clermont County, Ohio with at least two-thirds of its members thereto concurring as follows:

Section 1. Determinations, Findings and Covenants by Board.

(a) This Board finds and determines that it is necessary and in the best interest of the County to issue Bonds from time to time to provide moneys (i) for the purpose of paying the costs of improving the Utility and for the purpose of paying the costs of refunding debt issued to pay the costs of improving the Utility, (ii) to refund any or all of the Bonds, (iii) to fund a bond reserve fund, and (iv) to pay the costs of issuance of the Bonds.

(b) This Board hereby finds and determines that, pursuant to the Constitution and laws of the State, the County as necessary shall have the right to issue Bonds pursuant to the terms and conditions of the Master Trust Agreement (the "*Master Trust Agreement*") dated as of the date of delivery of the first series of Bonds and by and between the County and the Trustee (as defined in Section 2), which provides that each series of Bonds shall be authorized by a resolution of this Board.

(c) This Board hereby covenants that the County will observe and perform all of its agreements and obligations provided for by the Bonds, the Master Trust Agreement and this Resolution.

Section 2. Trustee; Security for the Bonds; Master Trust Agreement.

The Huntington National Bank is hereby appointed to act as the trustee (the "*Trustee*") under the Master Trust Agreement.

The Bonds shall be special obligations of the County. To the extent provided in and except as otherwise permitted by the Master Trust Agreement, the Bond Service Charges (as defined in the Master Trust Agreement) shall be payable equally and ratably solely from the Net Revenues and the Pledged Funds (each as defined in the Master Trust Agreement), and the payment of Bond Service Charges on the Bonds shall be secured (a) by the Master Trust Agreement and (b) by a pledge and assignment of and a lien on the Net Revenues and the Pledged Funds. However, any pledge or

assignment of or lien on any fund, account, receivables, revenues, money or other intangible property not in the custody of the Trustee shall be valid and enforceable only to the extent permitted by law.

The County covenants that it will promptly pay from such sources the Bond Service Charges on every Bond issued under the Master Trust Agreement at the places, on the dates and in the manner provided in the applicable resolution authorizing each series of Bonds, the applicable supplemental trust agreement relating to each series of Bonds, the Master Trust Agreement and the Bonds, according to the true intent and meaning thereof.

Nothing in this Resolution, the Bonds or the Master Trust Agreement shall constitute a general obligation debt or tax-supported bonded indebtedness of the County; the general resources of the County shall not be required to be used, and neither the general credit nor taxing power or full faith and credit of the County are or shall be pledged, for the performance of any duty under this Resolution, the Master Trust Agreement or the Bonds. Nothing in this Resolution gives the holders of Bonds, and they do not have, the right to have excises or taxes levied by the County for the payment of Bond Service Charges or Operating Expenses (as defined in the Master Trust Agreement), but the Bonds are payable solely from the Net Revenues and the Pledged Funds, as provided in this Resolution and the Master Trust Agreement, and each Bond shall contain a statement to that effect; provided, however, that nothing shall be deemed to prohibit the County, of its own volition, from using to the extent it is lawfully authorized to do so, any other resources or revenues for the fulfillment of any of the terms, conditions or obligations of the Master Trust Agreement, this Resolution or the Bonds.

In the name and on behalf of the County, the Master Trust Agreement shall be signed by at least two members of the Board of County Commissioners of the County and the County Auditor in substantially the form now on file with the Clerk of this Board. The Master Trust Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by those officers on behalf of the County, all of which shall be conclusively evidenced by the signing of the Master Trust Agreement or any amendments thereto.

Section 3. Creation of Funds.

The Construction Fund, the Water Revenue Fund, the Bond Service Fund, the Bond Reserve Fund, the Replacement and Improvement Fund, the Utility Reserve Fund and the Rebate Fund, each as defined and described in the Master Trust Agreement, are hereby created as of the date of the Master Trust Agreement and moneys in those Funds shall be applied as provided in the Master Trust Agreement. The County Auditor is hereby authorized to maintain, or permit the maintenance of, such separate accounts in any of those Funds, and such separate subaccounts in any account, as is determined to be in the best interest of the County.

Section 4. Further Authorization.

The County Commissioners, or any of them, the County Auditor, the County Prosecutor, the County Treasurer, the County Administrator, the Clerk and other County officials, as appropriate, are each hereby authorized to execute any agreements, certifications, financing statements, documents or other instruments, and to take such other actions which are necessary or appropriate in the judgment of such officers to consummate the transactions contemplated herein and the Master Trust Agreement, or to protect the rights and interests of the County, the Trustee or the holders of Bonds.

Section 5. Compliance with Open Meeting Law.

That the Board of County Commissioners hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with all applicable legal requirements including §121.22 of the Ohio Revised Code.

Section 6. Effective Date.

This Resolution shall be in full force and effect immediately upon its adoption.

Mr. Proud seconded the motion and on roll call, the vote resulted as follows:

Mr. Humphrey AYE

Mr. Uible YES

Mr. Proud YEA

This Resolution was duly passed on the 29th day of May 2013.

ATTEST:

Judith Kocica

Judith Kocica, Clerk
Board of County Commissioners

This Resolution was prepared by:

By: Todd L. Cooper

Todd L. Cooper
Bond Counsel
Squire, Sanders (US) LLP

Date: 05-29-13

Approved as to form only:

By: Allan J. Edward

Assistant Prosecuting Attorney
Clermont County

Date: 5-23-13

RESOLUTION NO. 69 -13

The Board of County Commissioners, Clermont County, Ohio, met in regular session on the

29th day of May 2013, with the following members present:

Edwin H. Humphrey, President

David H. Uible, Vice-President

Robert L. Proud, Member

Mr. Proud moved for the adoption of the following resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF WATERWORKS REFUNDING REVENUE BONDS, SERIES 2013, UNDER CHAPTER 133 OF THE OHIO REVISED CODE IN THE MAXIMUM PRINCIPAL AMOUNT OF $19,000,000 FOR THE PURPOSE OF PAYING THE COSTS OF REFUNDING CERTAIN BONDS HERETOFORE ISSUED BY THE COUNTY WHICH IN TURN REFUNDED PREVIOUS SERIES OF BONDS THE ORIGINAL SERIES OF WHICH BONDS WERE ISSUED FOR THE PURPOSE OF IMPROVING THE COUNTY'S WATERWORKS SYSTEM; AUTHORIZING VARIOUS RELATED DOCUMENTS AND INSTRUMENTS, INCLUDING A FIRST SUPPLEMENTAL TRUST AGREEMENT, A BOND PURCHASE AGREEMENT, AN OFFICIAL STATEMENT AND A CONTINUING DISCLOSURE CERTIFICATE.

WHEREAS, pursuant to the provisions of Chapter 6103 of the Ohio Revised Code, the County now owns and operates, as a public utility, a waterworks system (the "*Utility*") the services of which are supplied to users within the County; and

WHEREAS, this Board has previously determined that improvements to the Utility are necessary for it to be adequate to meet the needs of the County, its inhabitants and other users, and this Board caused to be prepared by engineers suitable reports, plans, specifications and estimates of cost sufficient to determine the nature, character and cost of improving the Utility; and

WHEREAS, based upon those reports, this Board previously determined it to be necessary and took certain steps to improve the Utility; and

WHEREAS, pursuant to Resolution No. 145-03 adopted on August 5, 2003 (the "*Series 2003 Bond Resolution*"), the County issued its $37,020,000 Waterworks System Refunding Revenue Bonds (Clermont County Water District), Series 2003 for the purpose of refunding the County's $57,885,000 Waterworks System Revenue Improvement and Refunding Bonds, Clermont County Sewer District, Series 1993 ("Series 1993 Bonds"), which Series 1993 Bonds funded certain improvements to the Utility and refunded all or portions of the following issues: (i) $7,290,000 Waterworks System Revenue Bonds, Series 1977, (ii) $7,875,000 Waterworks System Revenue Bonds, Series 1982, (iii) $10,235,000 Waterworks System Funding and Refunding Revenue Bonds, Series 1987, (iv) $12,100,000 Waterworks System Revenue Bonds, Series 1989, and (v) $14,210,000 Waterworks System Revenue Bonds, Series 1991, which in turn were issued for the purpose of paying the costs of improving the Utility, which bonds mature on August 1 in the years 2013 through 2018 (the "*Outstanding Series 2003 Bonds*"); and

WHEREAS, this Board previously determined, pursuant to Resolution No. 68-13 adopted on May 29, 2013 (the "*General Bond Resolution*"), that it is necessary and in the best interest of the County to issue revenue bonds from time to time to provide moneys (i) for the purpose of paying the costs of improving the Utility and for the purpose of paying the costs of refunding debt issued to pay the costs of improving the Utility, (ii) to refund any or all of the revenue bonds, (iii) to fund a bond reserve fund, and (iv) to pay the costs of issuance of the revenue bonds; and

WHEREAS, this Board finds and determines that it is necessary and in the best interest of the County to issue Waterworks System Refunding Revenue Bonds, Series 2013 to provide moneys to (i) refund at a lower rate of interest the Outstanding Series 2003 Bonds maturing on August 1 in the years 2014 through 2018, (ii) fund a bond reserve fund for the Series 2013 Bonds, and (iii) pay costs of issuance of the Series 2013 Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Clermont County, Ohio with at least two-thirds of its members thereto concurring as follows:

Section 1. Definitions and Interpretation.

In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

"*Act*" means Chapter 133 of the Ohio Revised Code.

"*Annual Filing*" means any Annual Filing provided by the County under the Continuing Disclosure Certificate in accordance with the Rule.

"*Authorized Denominations*" means, with respect to the Series 2013 Bonds, the denomination of $5,000 or any integral multiple thereof.

"*Board*" means the Board of County Commissioners of the County.

"*Bond Register*" means the books kept and maintained by the Bond Registrar pursuant to the Trust Agreement for the registrations, exchange and transfer of Series 2013 Bonds.

"*Bond Reserve Fund*" means the fund by that name established by the General Bond Resolution and applied as provided in the Trust Agreement.

"*Bond Reserve Requirement*" means the balance required by the Trust Agreement to be maintained in the Bond Reserve Fund for Series 2013 Bonds.

"*Bond Service Fund*" means the fund by that name established by the General Bond Resolution and applied as provided in the Trust Agreement.

"*Bonds*" means collectively, the Series 2013 Bonds, together with any additional bonds hereafter authorized by this Board and issued pursuant to the Trust Agreement.

"*Book entry form*" or "*book entry system*" means a form or system under which (a) the ownership of book entry interests in Series 2013 Bonds and the principal of and interest on the Series 2013 Bonds may be transferred only through a book entry, and (b) physical Series 2013 Bond certificates in fully registered form are issued by the County only to a Securities Depository or its nominee as registered owner, with the Series 2013 Bonds "immobilized" in the custody of the Securities Depository or its designated agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Series 2013 Bonds and that principal and interest.

"*Certificate of Award*" means the certificate authorized by Section 6(a), to be executed by the County Administrator, setting forth and determining those terms or other matters pertaining to the Series 2013 Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

"*Clerk*" means the Clerk of the Board of County Commissioners of the County.

"*Closing Date*" means the date of physical delivery of, and payment of the purchase price for, the Series 2013 Bonds.

"*Code*" means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

"*Construction Fund*" means the fund by that name established by the General Bond Resolution and applied as provided in the Trust Agreement.

"*Continuing Disclosure Certificate*" means the certificate authorized by Section 6(c), to be substantially in the form on file with the Clerk, and which, together with the agreements of the County set forth in that Section, shall constitute the Continuing Disclosure Certificate (the "*Continuing Disclosure Certificate*") made by the County for the benefit of holders and beneficial owners of the Series 2013 Bonds in accordance with the Rule.

"*County*" means the County of Clermont, Ohio.

"*County Administrator*" means the Administrator of the County.

"*County Auditor*" means the Auditor of the County.

"Filing Date" means the 270th day following the end of the Fiscal Year.

"*First Supplemental Trust Agreement*" means the First Supplemental Trust Agreement by and between the County and the Trustee, as it may be modified from the form on file with the Clerk and executed in accordance with Section 4.

"Fiscal Year" means the 12-month period beginning on January 1 of each year or such other 12-month period as the County shall adopt as its fiscal year.

"General Bond Resolution" means Resolution No. 68 -13 passed by the Board on May 29, 2013.

"*Interest Payment Dates*" means February 1 and August 1 of each year that the Series 2013 Bonds are outstanding, commencing on the date specified in the Certificate of Award.

"*MSRB*" means the Municipal Securities Rulemaking Board established by the SEC.

"Obligated Person" means the Obligated Person identified in the Continuing Disclosure Certificate, as to the Series 2013 Bonds, the County.

"*Original Purchaser*" means Conners & Co., Inc., in Cincinnati, Ohio.

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

"*Principal Payment Dates*" means August 1 in each of the years from and including 2014 to and including 2018, provided that the first Principal Payment Date may be deferred one year and the last Principal Payment Date may be advanced up to five years or deferred one year if such actions are determined by the County Administrator in the Certificate of Award to be in the best interest of and financially advantageous to the County.

"*Purchase Agreement*" means the Bond Purchase Agreement between the County and the Original Purchaser, as it may be modified from the form on file with the Clerk and executed by the County Administrator in accordance with Section 6.

"*Refunded Bonds*" means the portion of the Outstanding Series 2003 Bonds outstanding in the aggregate principal amount of $14,915,000, and maturing on August 1 in the years 2014 through 2018.

"*Register*" means the books kept and maintained by the bond registrar pursuant to the Trust Agreement for the registration, exchange and transfer of Bonds.

"*Regulations*" means Treasury Regulations issued pursuant to the Code or to the statutory predecessor of the Code.

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

"*SEC*" means the Securities and Exchange Commission.

"*Securities Depository*" or "*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 and effect transfers of book entry interests in bonds, and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

"*Serial Bonds*" means those Series 2013 Bonds designated as such and maturing on the dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

"Series 2003 Bond Fund" means the Bond Fund created under the Series 2003 Bond Resolution to pay Bond Service Charges on the Outstanding Series 2003 Bonds.

"*Series 2013 Bond proceedings*" means, collectively, the General Bond Resolution, this Resolution, the Trust Agreement (including the First Supplemental Trust Agreement), the Certificate of Award, the Continuing Disclosure Certificate and such other proceedings of the County, including the Series 2013 Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Series 2013 Bonds.

"*Series 2013 Bonds*" means Waterworks System Refunding Revenue Bonds, Series 2013 as authorized in Section 2.

"*Specified Events*" means the occurrence of any of the following events, within the meaning of the Rule, with respect to the Series 2013 Bonds, as applicable: principal and interest payment delinquencies; non-payment related defaults; unscheduled draws on debt service reserves reflecting financial difficulties; unscheduled draws on credit enhancements reflecting financial difficulties; substitution of credit or liquidity providers, or their failure to perform; adverse tax opinions or

events affecting the tax-exempt status of the Series 2013 Bonds; modifications to rights of holders or beneficial owners of the Series 2013 Bonds; Series 2013 Bond calls; defeasances; release, substitution, or sale of property securing repayment of the Series 2013 Bonds; rating changes, bankruptcy, insolvency, receivership or similar event of the Obligated Person, the consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such action, other than pursuant to its terms, appointment of a successor or additional trustee or the change of name of a trustee, if material. The repayment of the Series 2013 Bonds is not secured by a lien on any property capable of release or sale or for which other property may be substituted.

"*Term Bonds*" means those Series 2013 Bonds designated as such and maturing on the date or dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

"*Trust Agreement*" means the Master Trust Agreement by and between the County and the Trustee, as a supplemented from time to time, including by the First Supplemental Trust Agreement.

"*Trustee*" means The Huntington National Bank, as trustee under the Trust Agreement, and any successor trustee pursuant to the Trust Agreement.

"*Utility*" means the waterworks system which is owned and operated by the County.

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

Section 2. Authorized Principal Amount and Purpose; Application of Proceeds.

It is necessary and determined to be in the County's best interest to issue bonds of this County in the maximum principal amount of $19,000,000 (the "*Series 2013 Bonds*") for the purpose of paying the costs of refunding certain bonds heretofore issued by the County, which in turn refunded bonds the original series of which bonds were issued for the purpose of improving the County's waterworks system. The aggregate principal amount of Series 2013 Bonds to be issued shall not exceed $19,000,000 and shall be an amount determined by the County Administrator in the Certificate of Award to be the aggregate principal amount of Series 2013 Bonds that is required to be issued at this time for the purpose stated in this Section 2, taking into account the costs of refunding the Refunded Bonds, the amount required to fund the Bond Reserve Requirement, estimates of the financing costs and the interest rates on the Series 2013 Bonds. The Series 2013 Bonds shall be issued pursuant to the Act and this Resolution.

The proceeds of sale of the Series 2013 Bonds shall be allocated and deposited as follows and in the following order:

(a) To the Bond Service Fund, any accrued interest paid by the Original Purchaser;

(b) To the provider of a policy for bond insurance, if any, the amount necessary to pay the premium for a bond insurance policy on the Series 2013 Bonds;

(c) To the Series 2003 Bond Fund, in addition to other available monies of the County, an amount necessary to refund the Refunded Bonds;

(d) To the Bond Reserve Fund, any amount necessary to fully fund the Bond Reserve Requirement for the Series 2013 Bonds which is not otherwise funded from other available County monies; and

(e) The balance, to the Construction Fund to be applied to pay costs of issuance of the Series 2013 Bonds.

The proceeds of the sale of the Series 2013 Bonds are appropriated and shall be used for the purpose for which those Series 2013 Bonds are issued as provided in this Resolution and the Trust Agreement.

Section 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.

The Series 2013 Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Series 2013 Bonds shall be dated as of the date determined by the County Administrator in the Certificate of Award, provided that the dated date shall not be more than thirty (30) days prior to the Closing Date.

(a) Interest Rates and Payment Dates. The Series 2013 Bonds shall bear the rate or rates of interest per year (computed on a 360-day per year basis consisting of twelve 30-day months), as shall be determined by the County Administrator, subject to subsection (c) of this Section, in the Certificate of Award. Interest on the Series 2013 Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Series 2013 Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Series 2013 Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Requirements (as defined and described in the Trust Agreement and hereinafter) on the Principal Payment Dates in principal amounts as shall be determined by the County Administrator, subject to subsection (c) of this Section, in the Certificate of Award, provided that such determination shall be in the best interest of and financially advantageous to the County.

Consistent with the foregoing, the County Administrator shall specify in the Certificate of Award (i) the aggregate principal amount of Series 2013 Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Series 2013 Bonds shall be stated to mature and the

principal amount thereof that shall be stated to mature on each such Principal Payment Date and (ii) the aggregate principal amount of Series 2013 Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Series 2013 Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (each a "*Mandatory Redemption Date*") and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates. The net interest rate per year for the Series 2013 Bonds determined by taking into account the respective principal amounts of the Series 2013 Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Series 2013 Bonds shall not exceed 5.00% per year.

(d) Payment of Debt Charges. The debt charges on the Series 2013 Bonds shall be payable in accordance with the provisions of the Trust Agreement.

(e) Redemption Provisions. The Series 2013 Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption. If any of the Series 2013 Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption and be redeemed pursuant to mandatory sinking fund requirements on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the "*Mandatory Sinking Fund Redemption Requirements*") and the Trust Agreement.

(ii) Optional Redemption. The Series 2013 Bonds of the maturities specified in the Certificate of Award shall be subject to redemption in accordance with the provisions of the Trust Agreement on the dates and at the redemption prices (expressed as a percentage of the principal amount to be redeemed), plus accrued interest to the redemption date, to be

determined by the County Administrator in the Certificate of Award; provided that the earliest optional redemption date shall not be earlier than August 1, 2015 or later than August 1, 2017, and the redemption price for the earliest optional redemption date shall not be greater than 102%.

Section 4. Execution and Authentication of Series 2013 Bonds.

The Series 2013 Bonds shall be signed by at least two members of the Board of County Commissioners and 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 Series 2013 Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchaser and approved by the County Administrator, shall be numbered as determined by the County Administrator in order to distinguish each Series 2013 Bond from any other Series 2013 Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution, the General Bond Resolution and the Trust Agreement.

In the name and on behalf of the County, the First Supplemental Trust Agreement shall be signed by at least two members of the Board of County Commissioners and the County Auditor in substantially the form now on file with the Clerk. The First Supplemental Trust Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by those officers on behalf of the County, all of which shall be conclusively evidenced by the signing of the First Supplemental Trust Agreement or any amendments thereto. The County Auditor shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Trust Agreement, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Purchase Agreement, from the proceeds of the Series 2013 Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Series 2013 Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Series 2013 Bond proceedings unless and until the certificate of authentication printed on the Series 2013 Bond is signed by the Trustee as authenticating agent.

Authentication by the Trustee shall be conclusive evidence that the Series 2013 Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Series 2013 Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Trustee or by any other person acting as an agent of the Trustee and approved by the County Administrator on behalf of the County. The same person need not sign the certificate of authentication on all of the Series 2013 Bonds.

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

(a) Bond Register. So long as any of the Series 2013 Bonds remain outstanding, the County will cause the Trustee to maintain and keep the Bond Register in accordance with the provisions of the Trust Agreement.

(b) Transfer and Exchange. The Series 2013 Bonds shall be exchanged and transferred in accordance with the provisions of the Trust Agreement.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Administrator determines in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Series 2013 Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Series 2013 Bonds may be issued to a Securities Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Series 2013 Bonds may be issued in the form of a single, fully registered Series 2013 Bond representing each maturity and registered in the name of the Securities Depository or its nominee, as registered owner, and immobilized in the custody of the Securities Depository or its designated agent; (ii) the book entry interest owners of Series 2013 Bonds in book entry form shall not have any right to receive Series 2013 Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Series 2013 Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Securities Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Securities Depository and its

Participants; and (iv) the Series 2013 Bonds as such shall not be transferable or exchangeable, except for transfer to another Securities Depository or to another nominee of a Securities Depository, without further action by the County.

If any Securities Depository determines not to continue to act as a Securities Depository for the Series 2013 Bonds for use in a book entry system, the County Administrator and the Trustee may attempt to establish a securities depository/book entry relationship with another qualified Securities Depository. If the County Administrator and the Trustee do not or are unable to do so, the County Administrator and the Trustee, after making provision for notification of the book entry interest owners by the then Securities Depository and any other arrangements deemed necessary, shall permit withdrawal of the Series 2013 Bonds from the Securities Depository, and shall cause Series 2013 Bond certificates in registered form to be authenticated by the Trustee and delivered to the assigns of the Securities 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 Administrator and the Trustee are hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that the County Administrator determines to be necessary in connection with a book entry system for the Series 2013 Bonds.

Section 6. Sale of the Series 2013 Bonds.

(a) To the Original Purchaser. The Series 2013 Bonds are to be sold at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the County Administrator in the Certificate of Award, plus accrued interest on the Series 2013 Bonds from their date to the Closing Date, and shall be awarded by the County Administrator with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement.

The County Administrator shall sign and deliver the Certificate of Award and shall cause the Series 2013 Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Series 2013 Bonds, to the Original Purchaser upon payment of the purchase price.

The County Administrator shall sign and deliver, in the name and on behalf of the County, the Purchase Agreement between the County and the Original Purchaser, in substantially the form as is now on file with the Clerk, providing for the sale to, and the purchase by, the Original Purchaser of the Series 2013 Bonds. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Administrator on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure -- Official Statement. The preliminary official statement of the County relating to the original issuance of the Series 2013 Bonds substantially in the form now on file with the Clerk is approved. The distribution and use of that preliminary official statement is hereby approved. The President of the Board of County Commissioners, the County Auditor and the County Administrator are each authorized and directed to complete and sign on behalf of the County, and in their official capacities, that preliminary official statement, with such modifications, completions, changes and supplements, as those officers shall approve or authorize for the purpose of preparing and determining, and to certify or otherwise represent, that the revised official statement is a "deemed final" official statement (except for permitted omissions) by the County as of its date and is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4).

Those officers are each further authorized to use and distribute, or authorize the use and distribution of, the final official statement and supplements thereto in connection with the original issuance of the Series 2013 Bonds as may in their judgment be necessary or appropriate. Those officers and each of them are also authorized to sign and deliver, on behalf of the County, and in their official capacities, such certificates in connection with the accuracy of the final

official statement and any amendment thereto as may, in their judgment, be necessary or appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Series 2013 Bonds, the County agrees, as the only Obligated Person with respect to the Series 2013 Bonds under the Rule, to provide or cause to be provided such financial information and operating data, audited financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5)(i) of the Rule. The County further agrees, in particular, to provide or cause to be provided:

(i) to the MSRB, the Annual Filing for each County fiscal year ending hereafter; and

(ii) to the MSRB, in a timely manner, notice of (A) any Specified Event if that Event is material, (B) the County's failure to provide the Annual Filing within the time specified above, and (C) any change in the accounting principles applied in the preparation of its annual financial statements, any change in its fiscal year, its failure to appropriate funds to meet costs to be incurred to perform the Continuing Disclosure Certificate, and of the termination of the Continuing Disclosure Certificate.

In order to further describe and specify certain terms of the County's Continuing Disclosure Certificate made for purposes of the Rule in and pursuant to this Resolution and to be formed, collectively, by this subsection (c) and the Continuing Disclosure Certificate, the County Administrator is authorized and directed to complete, sign and deliver the Continuing Disclosure Certificate, in the name and on behalf of the County, to specify in reasonable detail the Annual Filing to be provided (which may be provided by specific reference to other documents previously filed and available in accordance with the Rule), whether the County has obtained any credit enhancement or provider for the Series 2013 Bonds and the County's expectations as to whether audited financial statements will be prepared, the accounting principles to be applied in their preparation, and whether they will be available together with, or separately from, Annual Filing.

The County Administrator is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Certificate, including timely provision of information and notices as described above. Prior to making any filing in accordance with clause (ii) above or providing notice of the occurrence of any other events, the County Administrator shall consult with and obtain legal advice from, as appropriate, the County Prosecutor and bond or other qualified independent special counsel selected by the County. The County Administrator, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made.

The County reserves the right to amend its Continuing Disclosure Certificate, and to obtain the waiver of noncompliance with any provision of the Continuing Disclosure Certificate, as may be necessary or appropriate to achieve its compliance with any applicable federal securities law or rule, to cure any ambiguity, inconsistency or formal defect or omission, and to address any change in circumstances arising from a change in legal requirements, change in law, or change in the identity, nature, or status of the County, or type of business conducted by the County. Any such amendment or waiver will not be effective unless the Continuing Disclosure Certificate (as amended or taking into account such waiver) would have complied with the requirements of the Rule at the time of the primary offering of the Series 2013 Bonds, after taking into account any applicable amendments to or official interpretations of the Rule, as well as any change in circumstances, and until the County shall have received: either (i) a written opinion of bond or other qualified independent special counsel selected by the County that the amendment or waiver would not materially impair the interests of holders or beneficial owners of the Series 2013 Bonds or (ii) the written consent to the amendment or waiver of the holders of at least a majority of the principal amount of the Series 2013 Bonds then outstanding. An Annual Filing containing any revised operating data or financial information shall explain, in narrative form, the reasons for any such amendment or waiver and the impact of the change on the type of operating data or financial information being provided.

The County's Continuing Disclosure Certificate shall be solely for the benefit of the holders and beneficial owners from time to time of the Series 2013 Bonds. The exclusive remedy for any breach of the Continuing Disclosure Certificate by the County shall be limited, to the extent

permitted by law, to a right of holders and beneficial owners to institute and maintain, or to cause to be instituted and maintained, such proceedings as may be authorized at law or in equity to obtain the specific performance by the County of its obligations under the Continuing Disclosure Certificate. Any individual holder or beneficial owner may institute and maintain, or cause to be instituted and maintained, such proceedings to require the County to provide or cause to be provided a pertinent filing if such a filing is due and has not been made. Any such proceedings to require the County to perform any other obligation under the Continuing Disclosure Certificate (including any proceedings that contest the sufficiency of any pertinent filing) shall be instituted and maintained only by a trustee appointed by the holders and beneficial owners of not less than 25% in principal amount of the Series 2013 Bonds then outstanding or by holders and beneficial owners of not less than 10% in principal amount of the Series 2013 Bonds then outstanding in accordance with Section 133.25(B)(4)(b) or (C)(1), Ohio Revised Code, as applicable (or any like or comparable successor provisions).

The performance by the County of its Continuing Disclosure Certificate shall be subject to the annual appropriation of any funds that may be necessary to perform it.

The County's Continuing Disclosure Certificate shall remain in effect only for such period that the Series 2013 Bonds are outstanding in accordance with their terms and the County remains an Obligated Person with respect to the Series 2013 Bonds within the meaning of the Rule. The obligation of the County to provide the Annual Filing and notices of the events described above shall terminate, if and when the County no longer remains such an Obligated Person.

(d) Application for Rating or Bond Insurance. If, in the judgment of the County Administrator, the filing of an application for (i) a rating on the Series 2013 Bonds by one or more nationally-recognized rating agencies, or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Series 2013 Bonds, is in the best interest of and financially advantageous to the County, the County Administrator is authorized to prepare and submit those applications, to provide to each such agency or company such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating or policy, except to the extent paid by the Original Purchaser in accordance with

the Purchase Agreement, from the proceeds of the Series 2013 Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

Section 7. Covenants of the County. The County, by issuance of the Series 2013 Bonds, covenants and agrees with their holders to perform its applicable covenants and agreements set forth in this Resolution, the General Bond Resolution and the Trust Agreement. The County particularly covenants that it will:

(a) Operate the Utility as a public utility under the Act, including all extensions thereof and improvements thereto.

(b) Subject to applicable requirements and restrictions imposed by law, at all times prescribe and charge such rates, charges and rentals for the services and facilities of the Utility, and so restrict Operating Expenses (as defined in the Trust Agreement), as shall be necessary in order to meet the earnings coverage and other requirements of the Trust Agreement.

(c) Segregate, for accounting purposes, the Revenues and the Funds in its custody (each as defined in the Trust Agreement) from all other revenues and funds of the County.

(d) At any and all times, cause to be done all such further acts and things and cause to be signed and delivered all such further instruments as may be necessary to carry out the purpose of the Series 2013 Bonds and any Bond Legislation (as defined in the Trust Agreement) or as may be required by the Act, and comply with all requirements of law applicable to the Utility and its operation.

(e) Observe and perform faithfully at all times all covenants, agreements, authority, actions, undertakings, stipulations and provisions to be observed or performed on its part under the Trust Agreement, the Continuing Disclosure Certificate, the Purchase Agreement, this Resolution, the General Bond Resolution, the Series 2013 Bonds and any other Bond Proceedings (as defined in

the Trust Agreement) for the Series 2013 Bonds, and under all Board proceedings pertaining thereto.

Each of those obligations is binding upon the County, and upon each County officer or employee as from time to time may have the authority under law to take any action on behalf of the County that may be necessary to perform all or any part of that obligation, as a duty of the County and of each of those officers and employees resulting from an office, trust or station within the meaning of Section 2731.01 of the Ohio Revised Code, providing for enforcement by writ of mandamus.

Section 8. Federal Tax Considerations.

The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Series 2013 Bonds in such manner and to such extent as may be necessary so that (a) the Series 2013 Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of 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 Series 2013 Bonds to be and 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 Series 2013 Bonds to the governmental purpose 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 Auditor, as the fiscal officer, or any other officer of the County having responsibility for issuance of the Series 2013 Bonds, 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 Series 2013 Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Series 2013 Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Series 2013 Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Series 2013 Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Series 2013 Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Series 2013 Bonds.

Each covenant made in this section with respect to the Series 2013 Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Series 2013 Bonds (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Series 2013 Bonds from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this section to take with respect to the Series 2013 Bonds.

Section 9. Call for Redemption; Series 2003 Bond Fund.

To provide for the payment of the principal of and interest and redemption premium on the Refunded Bonds, the County Administrator is hereby authorized and directed for and in the name of the County and on its behalf to deposit with the Trustee, as Trustee for the Outstanding Series 2003 Bonds the amount determined by the Trustee necessary to redeem the Refunded Bonds.

Acting pursuant to the Series 2003 Bond Resolution which authorized the Outstanding Series 2003 Bonds, the Refunded Bonds are hereby called for redemption on August 1, 2013 (the "*Redemption Date*") at the redemption price of 100.0% of the principal amount thereof, and the County Administrator is hereby authorized and directed to cause those Refunded Bonds to be called for redemption on August 1, 2013 and arrange for the notice of redemption to be given in accordance with the applicable provisions of the Series 2003 Bond Resolution. For informational purposes, a certified copy of this Resolution shall be sent by the County Administrator to the current bond registrar for the Refunded Bonds.

In order to provide for the payment of (a) the interest on the Refunded Bonds on each February 1 and August 1 following the Closing Date and through the Redemption Date and (b) the principal of and redemption premium on the Refunded Bonds to be called for redemption on the Redemption Date, the County covenants and agrees with the Escrow Trustee and with the owners of the Refunded Bonds that the County will take, and will cause the Trustee to take, all steps required by the terms of the Series 2003 Bond Resolution to carry out such payments. The County will provide from the proceeds of the Series 2013 Bonds and other available funds in accordance with this Resolution, moneys and investments sufficient to pay in full (a) the interest on the Refunded Bonds on each February 1 and August 1 following the Closing Date and through the Redemption Date and (b) the principal of and redemption premium on the Refunded Bonds to be called for redemption on the Redemption Date. The County covenants and agrees with the Trustee and with the owners of the Refunded Bonds that the County will take, and will cause the Trustee to take, all steps required by the terms of this Resolution, Section 133.34, Ohio Revised Code, and the Series 2003 Bond Resolution to carry out such payments so that the Refunded Bonds are not deemed to be outstanding.

There shall be delivered to the Trustee for the Series 2003 Bond Fund proceeds to be received from the sale of the Series 2013 Bonds and other available funds which shall be invested in United States Treasury Obligations ("*Treasury Securities*"), State and Local Government Series ("*SLG Securities*") or other direct obligations of or obligations guaranteed as to both principal and interest of the United States as defined in Section 133.34, Ohio Revised Code, of the United States of America (direct obligations and guaranteed obligations together with the SLG Securities, collectively, the "*Securities*") and which Securities shall be of such maturities or redemption dates and interest of payment dates, and to bear such interest, as will be sufficient together with any moneys in the Series 2003 Bond Fund to be held in cash without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, to cause the Refunded Bonds to be deemed to be not outstanding as provided for in Section 133.34, Ohio Revised Code, and the balance of those proceeds, less any amount thereof, to be held in cash in the Series 2003 Bond Fund, shall be used for the payment of costs related to the refunding and the issuance of the Series 2013 Bonds, and of financing costs.

At the direction of the County Administrator, the Trustee or the Original Purchaser is authorized to apply and subscribe for SLG Securities on behalf of the County. Further, if the County Administrator determines that it would be in the best interest of and financially advantageous to the County to purchase Treasury Securities for deposit into the Series 2003 Bond Fund, the County Administrator is authorized and directed to solicit, or cause the solicitation, of bids for such Treasury Securities.

Any such Securities, and moneys, if any, in addition thereto to be held in cash, shall be held by the Trustee in trust and committed irrevocably to the payment of the principal of and interest and redemption premium on the Refunded Bonds.

Section 10. Further Authorizations and Implementation of Authorizations.

The County Commissioners, or any of them, the County Auditor, the County Prosecutor, the County Treasurer, the County Administrator, the Clerk and other County officials, as appropriate, each are authorized and directed to do all things necessary and appropriate to

complete and perform the delivery of the Series 2013 Bonds to the Original Purchaser and, in accordance with the terms and provisions of this Resolution, the General Bond Resolution, the Trust Agreement, and the Purchase Agreement, to make the necessary arrangements on behalf of the County to establish the date, location, procedure and conditions for the delivery of the Series 2013 Bonds to the Original Purchaser to the extent not provided for therein, and those officials, or any of them are further directed to take all steps necessary to effect due authentication, delivery and security of the Series 2013 Bonds under the terms of this Resolution and of the General Bond Resolution, the Trust Agreement, and the Purchase Agreement, including, without limitation, such certifications and instruments as are, in the opinion of bond counsel, necessary or appropriate to consummate the transactions provided for in this Resolution, the General Bond Resolution, the Trust Agreement and the Purchase Agreement.

The law firm of Squire Sanders (US) LLP is hereby appointed to provide bond counsel services in connection with the issuance of the Series 2013 Bonds. The County Administrator is authorized to enter into necessary contracts without competitive bidding to provide services with respect to the Series 2013 Bonds by the rating services, the Trustee, by providers of credit support instruments, for the printing of the preliminary and final official statements and for the printing of the Series 2013 Bonds, and by other necessary service providers, all as deemed necessary by the County Administrator to be consistent with the foregoing authorization and in the best interests of the County. The costs of those services shall be paid from money deposited in the Construction Fund which is appropriated for that purpose. The actions of the County Administrator or any other officer of the County in doing any and all acts necessary in connection with the issuance and sale of the Series 2013 Bonds are hereby ratified and confirmed.

Section 11. Certification and Delivery of Resolution and Certificate of Award.

The Clerk is directed to promptly deliver a certified copy of this Resolution and a copy of the Certificate of Award to the County Auditor.

Section 12. Other Determinations.

This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Series 2013 Bonds in order to make them legal, valid and binding special obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law.

Section 13. Compliance with Open Meeting Requirements.

That the Board of County Commissioners hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with all applicable legal requirements including §121.22 of the Ohio Revised Code.

Section 14. Severability.

Each section of this Resolution and each subdivision of any section thereof is hereby declared to be independent, and the finding or holding of any section or subdivision of any section thereof to be invalid or void shall not be deemed nor held to affect the validity of any other section or subdivision of this Resolution.

Section 15. Effective Date.

This Resolution shall be in full force and effect immediately upon its adoption.

Mr. Uible seconded the motion and on roll call, the vote resulted as follows:

Mr. Humphrey Aye

Mr. Uible Yes

Mr. Proud Yea

This Resolution was duly passed on the 29th day of May 2013.

ATTEST:

Judith Kocica, Clerk
Board of County Commissioners

This Resolution was prepared by:

By: Todd L. Cooper
Bond Counsel
Squire, Sanders (US) LLP

Date: 05-29-13

Approved as to form only:

By: Allen J. Edwards
Assistant Prosecuting Attorney
Clermont County

Date: 5-23-13

RESOLUTION NO. 70 -13

The Board of County Commissioners, Clermont County, Ohio, met in regular session on the

29th day of May 2013, with the following members present:

Edwin H. Humphrey, President

David H. Uible, Vice-President

Robert L. Proud, Member

Mr. Uible moved for the adoption of the following resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS FROM TIME TO TIME FOR THE PURPOSE OF PAYING THE COSTS OF IMPROVING THE COUNTY'S SANITARY SEWER COLLECTION AND TREATMENT SYSTEM OR REFUNDING DEBT ISSUED BY THE COUNTY FOR THAT PURPOSE AND AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER TRUST AGREEMENT PROVIDING FOR THE RIGHTS OF THE HOLDERS OF THE BONDS AND PLEDGING CERTAIN REVENUES AND FUNDS TO SECURE THOSE BONDS.

WHEREAS, pursuant to the provisions of Chapter 6117 of the Ohio Revised Code, the County now owns and operates, as a public utility, a sanitary sewer collection and treatment system (the "*Utility*") the services of which are supplied to users within the County; and

WHEREAS, pursuant to Chapter 133 of the Ohio Revised Code the County is authorized to: (a) issue its revenue bonds (the "*Bonds*") for the purpose of paying the costs of improving the Utility and for the purpose of paying the costs of refunding debt issued to pay the costs of improving the Utility, (b) refund any or all of the Bonds, (c) enter into a master trust agreement and supplemental trust agreements to secure the Bonds, and (d) provide for the pledge or assignment of revenues sufficient to pay the principal of and interest and any redemption premium on the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Clermont County, Ohio with at least two-thirds of its members thereto concurring as follows:

Section 1. Determinations, Findings and Covenants by Board.

The County covenants that it will promptly pay from such sources the Bond Service Charges on every Bond issued under the Master Trust Agreement at the places, on the dates and in the manner provided in the applicable resolution authorizing each series of Bonds, the applicable supplemental trust agreement relating to each series of Bonds, the Master Trust Agreement and the Bonds, according to the true intent and meaning thereof.

Nothing in this Resolution, the Bonds or the Master Trust Agreement shall constitute a general obligation debt or tax-supported bonded indebtedness of the County; the general resources of the County shall not be required to be used, and neither the general credit nor taxing power or full faith and credit of the County are or shall be pledged, for the performance of any duty under this Resolution, the Master Trust Agreement or the Bonds. Nothing in this Resolution gives the holders of Bonds, and they do not have, the right to have excises or taxes levied by the County for the payment of Bond Service Charges or Operating Expenses (as defined in the Master Trust Agreement), but the Bonds are payable solely from the Net Revenues and the Pledged Funds, as provided in this Resolution and the Master Trust Agreement, and each Bond shall contain a statement to that effect; provided, however, that nothing shall be deemed to prohibit the County, of its own volition, from using to the extent it is lawfully authorized to do so, any other resources or revenues for the fulfillment of any of the terms, conditions or obligations of the Master Trust Agreement, this Resolution or the Bonds.

In the name and on behalf of the County, the Master Trust Agreement shall be signed by at least two members of the Board of County Commissioners of the County and the County Auditor in substantially the form now on file with the Clerk of this Board. The Master Trust Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by those officers on behalf of the County, all of which shall be conclusively evidenced by the signing of the Master Trust Agreement or any amendments thereto.

Section 3. Creation of Funds.

The Construction Fund, the Sewer Revenue Fund, the Bond Service Fund, the Bond Reserve Fund, the Replacement and Improvement Fund, the Utility Reserve Fund and the Rebate Fund, each as defined and described in the Master Trust Agreement, are hereby created as of the date of the Master Trust Agreement and moneys in those Funds shall be applied as provided in the Master Trust Agreement. The County Auditor is hereby authorized to maintain, or permit the maintenance of, such separate accounts in any of those Funds, and such separate subaccounts in any account, as is determined to be in the best interest of the County.

Section 4. Further Authorization.

The County Commissioners, or any of them, the County Auditor, the County Prosecutor, the County Treasurer, the County Administrator, the Clerk and other County officials, as appropriate, are each hereby authorized to execute any agreements, certifications, financing statements, documents or other instruments, and to take such other actions which are necessary or appropriate in the judgment of such officers to consummate the transactions contemplated herein and the Master Trust Agreement, or to protect the rights and interests of the County, the Trustee or the holders of Bonds.

Section 5. Compliance with Open Meeting Law.

That the Board of County Commissioners hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with all applicable legal requirements including §121.22 of the Ohio Revised Code.

Section 6. Effective Date.

This Resolution shall be in full force and effect immediately upon its adoption.

Mr. Proud seconded the motion and on roll call, the vote resulted as follows:

Mr. Humphrey Aye

Mr. Uible Yes

Mr. Proud Yea

This Resolution was duly passed on the 29th day of May 2013.

ATTEST:

Judith Kocica, Clerk
Board of County Commissioners

This Resolution was prepared by:

By: _____
Todd L. Cooper
Bond Counsel
Squire, Sanders (US) LLP

Date: 05-29-13

Approved as to form only:

By: _____
Assistant Prosecuting Attorney
Clermont County

Date: 5-23-13

RESOLUTION NO. 71 -13

The Board of County Commissioners, Clermont County, Ohio, met in regular session on the 29th day of May 2013, with the following members present:

Edwin H. Humphrey, President

David H. Uible, Vice-President

Robert L. Proud, Member

Mr. Proud moved for the adoption of the following resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF SEWER SYSTEM REFUNDING REVENUE BONDS, SERIES 2013, UNDER CHAPTER 133 OF THE OHIO REVISED CODE IN THE MAXIMUM PRINCIPAL AMOUNT OF $22,000,000 FOR THE PURPOSE OF PAYING THE COSTS OF REFUNDING CERTAIN BONDS HERETOFORE ISSUED BY THE COUNTY WHICH IN TURN REFUNDED PREVIOUS SERIES OF BONDS THE ORIGINAL SERIES OF WHICH BONDS WERE ISSUED FOR THE PURPOSE OF IMPROVING THE COUNTY'S SANITARY SEWER TREATMENT AND COLLECTION SYSTEM; AUTHORIZING VARIOUS RELATED DOCUMENTS AND INSTRUMENTS, INCLUDING A FIRST SUPPLEMENTAL TRUST AGREEMENT, A BOND PURCHASE AGREEMENT, AN OFFICIAL STATEMENT AND A CONTINUING DISCLOSURE CERTIFICATE.

WHEREAS, pursuant to the provisions of Chapter 6117 of the Ohio Revised Code, the County now owns and operates, as a public utility, a sanitary sewer collection and treatment system (the "*Utility*") the services of which are supplied to users within the County; and

WHEREAS, this Board has previously determined that improvements to the Utility are necessary for it to be adequate to meet the needs of the County, its inhabitants and other users, and this Board caused to be prepared by engineers suitable reports, plans, specifications and estimates of cost sufficient to determine the nature, character and cost of improving the Utility; and

WHEREAS, based upon those reports, this Board previously determined it to be necessary and took certain steps to improve the Utility; and

WHEREAS, pursuant to Resolution No. 170-03 adopted on September 9, 2003 (the "*Series 2003 Bond Resolution*"), the County issued its Sewer System Refunding Bonds (Clermont County Sewer District), Series 2003 for the purpose of: (a) refunding the $48,280,000 Sewer System Refunding Revenue Bonds, Series 1993, Clermont County Sewer District, which in turn were issued to refund all or portions of the following issues: (i) $7,615,000 Sewer System Refunding Revenue Bonds, Series 1977, Clermont County Sewer District, (ii) $4,600,000 Sewer System Revenue Bonds, Series 1979, Clermont County Sewer District, (iii) $8,280,000 Sewer System Refunding Revenue Bonds, Series 1989, Clermont County Sewer District (maturing after 1995), (iv) $12,000,000 Sewer System Revenue Bonds, Series 1990, Clermont County Sewer District, and (v) $13,370,000 Sewer System Revenue Bonds, Series 1991, Clermont County Sewer District, which in turn were issue for the purpose of paying the costs of improving the County's sanitary sewer system; and (b) refunding the $5,970,000 Sewer System Revenue Bonds, Series 1984, O'Bannon Creek Regional Sewer Project, Clermont County Sewer District; which bonds mature on August 1 in the years 2013 through 2024 (collectively, the "*Outstanding Series 2003 Bonds*"); and

WHEREAS, this Board previously determined, pursuant to Resolution No. 70-13 adopted on May 29, 2013 (the "*General Bond Resolution*") that it is necessary and in the best interest of the County to issue revenue bonds from time to time to provide moneys (i) for the purpose of paying the costs of improving the Utility and for the purpose of paying the costs of refunding debt issued to pay the costs of improving the Utility, (ii) to refund any or all of the revenue bonds, (iii) to fund a bond reserve fund, and (iv) to pay the costs of issuance of the revenue bonds; and

WHEREAS, this Board finds and determines that it is necessary and in the best interest of the County to issue Sewer System Refunding Revenue Bonds, Series 2013 to provide moneys to (i) refund at a lower rate of interest the Outstanding Series 2003 Bonds maturing on August 1 in the years 2014 through 2024, (ii) fund a bond reserve fund for the Series 2013 Bonds, and (iii) pay costs of issuance of the Series 2013 Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Clermont County, Ohio with at least two-thirds of its members thereto concurring as follows:

Section 1. Definitions and Interpretation.

In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

"*Act*" means Chapter 133 of the Ohio Revised Code.

"*Annual Filing*" means any Annual Filing provided by the County under the Continuing Disclosure Certificate in accordance with the Rule.

"*Authorized Denominations*" means, with respect to the Series 2013 Bonds, the denomination of $5,000 or any integral multiple thereof.

"*Board*" means the Board of County Commissioners of the County.

"*Bond Register*" means the books kept and maintained by the Bond Registrar pursuant to the Trust Agreement for the registrations, exchange and transfer of Series 2013 Bonds.

"*Bond Reserve Fund*" means the fund by that name established by the General Bond Resolution and applied as provided in the Trust Agreement.

"*Bond Reserve Requirement*" means the balance required by the Trust Agreement to be maintained in the Bond Reserve Fund for Series 2013 Bonds.

"*Bond Service Fund*" means the fund by that name established by the General Bond Resolution and applied as provided in the Trust Agreement.

"*Bonds*" means collectively, the Series 2013 Bonds, together with any additional bonds hereafter authorized by this Board and issued pursuant to the Trust Agreement.

"*Book entry form*" or "*book entry system*" means a form or system under which (a) the ownership of book entry interests in Series 2013 Bonds and the principal of and interest on the Series 2013 Bonds may be transferred only through a book entry, and (b) physical Series 2013 Bond certificates in fully registered form are issued by the County only to a Securities Depository or its nominee as registered owner, with the Series 2013 Bonds "immobilized" in the custody of the Securities Depository or its designated agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Series 2013 Bonds and that principal and interest.

"*Certificate of Award*" means the certificate authorized by Section 6(a), to be executed by the County Administrator, setting forth and determining those terms or other matters pertaining to the Series 2013 Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

"*Clerk*" means the Clerk of the Board of County Commissioners of the County.

"*Closing Date*" means the date of physical delivery of, and payment of the purchase price for, the Series 2013 Bonds.

"*Code*" means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

"*Construction Fund*" means the fund by that name established by the General Bond Resolution and applied as provided in the Trust Agreement.

"*Continuing Disclosure Certificate*" means the certificate authorized by Section 6(c), to be substantially in the form on file with the Clerk, and which, together with the agreements of the County set forth in that Section, shall constitute the Continuing Disclosure Certificate (the "*Continuing Disclosure Certificate*") made by the County for the benefit of holders and beneficial owners of the Series 2013 Bonds in accordance with the Rule.

"*County*" means the County of Clermont, Ohio.

"*County Administrator*" means the Administrator of the County.

"*County Auditor*" means the Auditor of the County.

"Filing Date" means the 270th day following the end of the Fiscal Year.

"*First Supplemental Trust Agreement*" means the First Supplemental Trust Agreement by and between the County and the Trustee, as it may be modified from the form on file with the Clerk and executed in accordance with Section 4.

"Fiscal Year" means the 12-month period beginning on January 1 of each year or such other 12-month period as the County shall adopt as its fiscal year.

"General Bond Resolution" means Resolution No. 70 -13 passed by the Board on May 29, 2013.

"*Interest Payment Dates*" means February 1 and August 1 of each year that the Series 2013 Bonds are outstanding, commencing on the date specified in the Certificate of Award.

"*MSRB*" means the Municipal Securities Rulemaking Board established by the SEC.

"*Obligated Person*" means the Obligated Person identified in the Continuing Disclosure Certificate, as to the Series 2013 Bonds, the County.

"*Original Purchaser*" means Conners & Co., Inc., in Cincinnati, Ohio.

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

"*Principal Payment Dates*" means August 1 in each of the years from and including 2014 to and including 2021, provided that the first Principal Payment Date may be deferred one year and the last Principal Payment Date may be advanced up to five years or deferred one year if such actions are determined by the County Administrator in the Certificate of Award to be in the best interest of and financially advantageous to the County.

"*Purchase Agreement*" means the Bond Purchase Agreement between the County and the Original Purchaser, as it may be modified from the form on file with the Clerk and executed by the County Administrator in accordance with Section 6.

"*Refunded Bonds*" means the portion of the Outstanding Series 2003 Bonds outstanding in the aggregate principal amount of $21,035,000, and maturing on August 1 in the years 2014 through 2024.

"*Register*" means the books kept and maintained by the bond registrar pursuant to the Trust Agreement for the registration, exchange and transfer of Bonds.

"*Regulations*" means Treasury Regulations issued pursuant to the Code or to the statutory predecessor of the Code.

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

"*SEC*" means the Securities and Exchange Commission.

"*Securities Depository*" or "*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 and effect transfers of book entry interests in bonds, and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

"*Serial Bonds*" means those Series 2013 Bonds designated as such and maturing on the dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

"Series 2003 Bond Fund" means the Bond Fund created under the Series 2003 Bond Resolution to pay Bond Service Charges on the Outstanding Series 2003 Bonds.

"*Series 2013 Bond proceedings*" means, collectively, the General Bond Resolution, this Resolution, the Trust Agreement (including the First Supplemental Trust Agreement), the Certificate of Award, the Continuing Disclosure Certificate and such other proceedings of the County, including the Series 2013 Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Series 2013 Bonds.

"*Series 2013 Bonds*" means the Sewer System Refunding Revenue Bonds, Series 2013 as authorized in Section 2.

"*Specified Events*" means the occurrence of any of the following events, within the meaning of the Rule, with respect to the Series 2013 Bonds, as applicable: principal and interest payment delinquencies; non-payment related defaults; unscheduled draws on debt service reserves reflecting financial difficulties; unscheduled draws on credit enhancements reflecting financial difficulties; substitution of credit or liquidity providers, or their failure to perform; adverse tax opinions or

events affecting the tax-exempt status of the Series 2013 Bonds; modifications to rights of holders or beneficial owners of the Series 2013 Bonds; Series 2013 Bond calls; defeasances; release, substitution, or sale of property securing repayment of the Series 2013 Bonds; rating changes, bankruptcy, insolvency, receivership or similar event of the Obligated Person, the consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such action, other than pursuant to its terms, appointment of a successor or additional trustee or the change of name of a trustee, if material. The repayment of the Series 2013 Bonds is not secured by a lien on any property capable of release or sale or for which other property may be substituted.

"*Term Bonds*" means those Series 2013 Bonds designated as such and maturing on the date or dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

"*Trust Agreement*" means the Master Trust Agreement by and between the County and the Trustee, as a supplemented from time to time, including by the First Supplemental Trust Agreement.

"*Trustee*" means The Huntington National Bank, as trustee under the Trust Agreement, and any successor trustee pursuant to the Trust Agreement.

"*Utility*" means the sanitary sewer collection and treatment system which is owned and operated by the County.

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

Section 2. Authorized Principal Amount and Purpose; Application of Proceeds.

It is necessary and determined to be in the County's best interest to issue bonds of this County in the maximum principal amount of $22,000,000 (the "*Series 2013 Bonds*") for the purpose of paying the costs of refunding certain bonds heretofore issued by the County, which in turn refunded bonds the original series of which bonds were issued for the purpose of improving the County's sanitary sewer treatment and collection system. The aggregate principal amount of Series 2013 Bonds to be issued shall not exceed $22,000,000 and shall be an amount determined by the County Administrator in the Certificate of Award to be the aggregate principal amount of Series 2013 Bonds that is required to be issued at this time for the purpose stated in this Section 2, taking into account the costs of refunding the Refunded Bonds, the amount required to fund the Bond Reserve Requirement, estimates of the financing costs and the interest rates on the Series 2013 Bonds. The Series 2013 Bonds shall be issued pursuant to the Act and this Resolution.

The proceeds of sale of the Series 2013 Bonds shall be allocated and deposited as follows and in the following order:

(a) To the Bond Service Fund, any accrued interest paid by the Original Purchaser;

(b) To the provider of a policy for bond insurance, if any, the amount necessary to pay the premium for a bond insurance policy on the Series 2013 Bonds;

(c) To the Series 2003 Bond Fund, in addition to other available monies of the County, an amount necessary to refund the Refunded Bonds;

(d) To the Bond Reserve Fund, any amount necessary to fully fund the Bond Reserve Requirement for the Series 2013 Bonds which is not otherwise funded from other available County monies; and

(e) The balance, to the Construction Fund to be applied to pay costs of issuance of the Series 2013 Bonds.

The proceeds of the sale of the Series 2013 Bonds are appropriated and shall be used for the purpose for which those Series 2013 Bonds are issued as provided in this Resolution and the Trust Agreement.

Section 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.

The Series 2013 Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Series 2013 Bonds shall be dated as of the date determined by the County Administrator in the Certificate of Award, provided that the dated date shall not be more than thirty (30) days prior to the Closing Date.

(a) Interest Rates and Payment Dates. The Series 2013 Bonds shall bear the rate or rates of interest per year (computed on a 360-day per year basis consisting of twelve 30-day months), as shall be determined by the County Administrator, subject to subsection (c) of this Section, in the Certificate of Award. Interest on the Series 2013 Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for. The Series 2013 Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Series 2013 Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Requirements (as defined and described in the Trust Agreement and hereinafter) on the Principal Payment Dates in principal amounts as shall be determined by the County Administrator, subject to subsection (c) of this Section, in the Certificate of Award, provided that such determination shall be in the best interest of and financially advantageous to the County.

Consistent with the foregoing, the County Administrator shall specify in the Certificate of Award (i) the aggregate principal amount of Series 2013 Bonds to be issued as Serial Bonds, the

Principal Payment Dates on which those Series 2013 Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date and (ii) the aggregate principal amount of Series 2013 Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Series 2013 Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (each a "*Mandatory Redemption Date*") and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates. The net interest rate per year for the Series 2013 Bonds determined by taking into account the respective principal amounts of the Series 2013 Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Series 2013 Bonds shall not exceed 5.00% per year.

(d) Payment of Debt Charges. The debt charges on the Series 2013 Bonds shall be payable in accordance with the provisions of the Trust Agreement.

(e) Redemption Provisions. The Series 2013 Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption. If any of the Series 2013 Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption and be redeemed pursuant to mandatory sinking fund requirements on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the "*Mandatory Sinking Fund Redemption Requirements*") and the Trust Agreement.

(ii) Optional Redemption. The Series 2013 Bonds of the maturities specified in the Certificate of Award shall be subject to redemption in accordance with the provisions of the Trust Agreement on the dates and at the redemption prices (expressed as a percentage of the

principal amount to be redeemed), plus accrued interest to the redemption date, to be determined by the County Administrator in the Certificate of Award; provided that the earliest optional redemption date shall not be earlier than August 1, 2018 or later than August 1, 2020, and the redemption price for the earliest optional redemption date shall not be greater than 102%.

Section 4. Execution and Authentication of Series 2013 Bonds.

The Series 2013 Bonds shall be signed by at least two members of the Board of County Commissioners and 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 Series 2013 Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchaser and approved by the County Administrator, shall be numbered as determined by the County Administrator in order to distinguish each Series 2013 Bond from any other Series 2013 Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution, the General Bond Resolution and the Trust Agreement.

In the name and on behalf of the County, the First Supplemental Trust Agreement shall be signed by at least two members of the Board of County Commissioners and the County Auditor in substantially the form now on file with the Clerk. The First Supplemental Trust Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by those officers on behalf of the County, all of which shall be conclusively evidenced by the signing of the First Supplemental Trust Agreement or any amendments thereto. The County Auditor shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Trust Agreement, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Purchase Agreement, from the proceeds of the Series 2013 Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Series 2013 Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Series 2013 Bond proceedings unless and until the certificate of

authentication printed on the Series 2013 Bond is signed by the Trustee as authenticating agent. Authentication by the Trustee shall be conclusive evidence that the Series 2013 Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Series 2013 Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Trustee or by any other person acting as an agent of the Trustee and approved by the County Administrator on behalf of the County. The same person need not sign the certificate of authentication on all of the Series 2013 Bonds.

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

(a) Bond Register. So long as any of the Series 2013 Bonds remain outstanding, the County will cause the Trustee to maintain and keep the Bond Register in accordance with the provisions of the Trust Agreement.

(b) Transfer and Exchange. The Series 2013 Bonds shall be exchanged and transferred in accordance with the provisions of the Trust Agreement.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Administrator determines in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Series 2013 Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Series 2013 Bonds may be issued to a Securities Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Series 2013 Bonds may be issued in the form of a single, fully registered Series 2013 Bond representing each maturity and registered in the name of the Securities Depository or its nominee, as registered owner, and immobilized in the custody of the Securities Depository or its designated agent; (ii) the book entry interest owners of Series 2013 Bonds in book entry form shall not have any right to receive Series 2013 Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Series 2013 Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Securities Depository and its Participants, and transfers of the ownership of

book entry interests shall be made only by book entry by the Securities Depository and its Participants; and (iv) the Series 2013 Bonds as such shall not be transferable or exchangeable, except for transfer to another Securities Depository or to another nominee of a Securities Depository, without further action by the County.

If any Securities Depository determines not to continue to act as a Securities Depository for the Series 2013 Bonds for use in a book entry system, the County Administrator and the Trustee may attempt to establish a securities depository/book entry relationship with another qualified Securities Depository. If the County Administrator and the Trustee do not or are unable to do so, the County Administrator and the Trustee, after making provision for notification of the book entry interest owners by the then Securities Depository and any other arrangements deemed necessary, shall permit withdrawal of the Series 2013 Bonds from the Securities Depository, and shall cause Series 2013 Bond certificates in registered form to be authenticated by the Trustee and delivered to the assigns of the Securities 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 Administrator and the Trustee are hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that the County Administrator determines to be necessary in connection with a book entry system for the Series 2013 Bonds.

Section 6. Sale of the Series 2013 Bonds.

(a) To the Original Purchaser. The Series 2013 Bonds are to be sold at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the County Administrator in the Certificate of Award, plus accrued interest on the Series 2013 Bonds from their date to the Closing Date, and shall be awarded by the County Administrator with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement.

The County Administrator shall sign and deliver the Certificate of Award and shall cause the Series 2013 Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Series 2013 Bonds, to the Original Purchaser upon payment of the purchase price.

The County Administrator shall sign and deliver, in the name and on behalf of the County, the Purchase Agreement between the County and the Original Purchaser, in substantially the form as is now on file with the Clerk, providing for the sale to, and the purchase by, the Original Purchaser of the Series 2013 Bonds. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Administrator on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure -- Official Statement. The preliminary official statement of the County relating to the original issuance of the Series 2013 Bonds substantially in the form now on file with the Clerk is approved. The distribution and use of that preliminary official statement is hereby approved. The President of the Board of County Commissioners, the County Auditor and the County Administrator are each authorized and directed to complete and sign on behalf of the County, and in their official capacities, that preliminary official statement, with such modifications, completions, changes and supplements, as those officers shall approve or authorize for the purpose of preparing and determining, and to certify or otherwise represent, that the revised official statement is a "deemed final" official statement (except for permitted omissions) by the County as of its date and is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4).

Those officers are each further authorized to use and distribute, or authorize the use and distribution of, the final official statement and supplements thereto in connection with the original issuance of the Series 2013 Bonds as may in their judgment be necessary or appropriate. Those officers and each of them are also authorized to sign and deliver, on behalf of the County,

and in their official capacities, such certificates in connection with the accuracy of the final official statement and any amendment thereto as may, in their judgment, be necessary or appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Series 2013 Bonds, the County agrees, as the only Obligated Person with respect to the Series 2013 Bonds under the Rule, to provide or cause to be provided such financial information and operating data, audited financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5)(i) of the Rule. The County further agrees, in particular, to provide or cause to be provided:

(i) to the MSRB, the Annual Filing for each County fiscal year ending hereafter; and

(ii) to the MSRB, in a timely manner, notice of (A) any Specified Event if that Event is material, (B) the County's failure to provide the Annual Filing within the time specified above, and (C) any change in the accounting principles applied in the preparation of its annual financial statements, any change in its fiscal year, its failure to appropriate funds to meet costs to be incurred to perform the Continuing Disclosure Certificate, and of the termination of the Continuing Disclosure Certificate.

In order to further describe and specify certain terms of the County's Continuing Disclosure Certificate made for purposes of the Rule in and pursuant to this Resolution and to be formed, collectively, by this subsection (c) and the Continuing Disclosure Certificate, the County Administrator is authorized and directed to complete, sign and deliver the Continuing Disclosure Certificate, in the name and on behalf of the County, to specify in reasonable detail the Annual Filing to be provided (which may be provided by specific reference to other documents previously filed and available in accordance with the Rule), whether the County has obtained any credit enhancement or provider for the Series 2013 Bonds and the County's expectations as to whether audited financial statements will be prepared, the accounting principles to be applied in their preparation, and whether they will be available together with, or separately from, Annual Filing.

The County Administrator is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Certificate, including timely provision of information and notices as described above. Prior to making any filing in accordance with clause (ii) above or providing notice of the occurrence of any other events, the County Administrator shall consult with and obtain legal advice from, as appropriate, the County Prosecutor and bond or other qualified independent special counsel selected by the County. The County Administrator, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made.

The County reserves the right to amend its Continuing Disclosure Certificate, and to obtain the waiver of noncompliance with any provision of the Continuing Disclosure Certificate, as may be necessary or appropriate to achieve its compliance with any applicable federal securities law or rule, to cure any ambiguity, inconsistency or formal defect or omission, and to address any change in circumstances arising from a change in legal requirements, change in law, or change in the identity, nature, or status of the County, or type of business conducted by the County. Any such amendment or waiver will not be effective unless the Continuing Disclosure Certificate (as amended or taking into account such waiver) would have complied with the requirements of the Rule at the time of the primary offering of the Series 2013 Bonds, after taking into account any applicable amendments to or official interpretations of the Rule, as well as any change in circumstances, and until the County shall have received: either (i) a written opinion of bond or other qualified independent special counsel selected by the County that the amendment or waiver would not materially impair the interests of holders or beneficial owners of the Series 2013 Bonds or (ii) the written consent to the amendment or waiver of the holders of at least a majority of the principal amount of the Series 2013 Bonds then outstanding. An Annual Filing containing any revised operating data or financial information shall explain, in narrative form, the reasons for any such amendment or waiver and the impact of the change on the type of operating data or financial information being provided.

The County's Continuing Disclosure Certificate shall be solely for the benefit of the holders and beneficial owners from time to time of the Series 2013 Bonds. The exclusive remedy for any

breach of the Continuing Disclosure Certificate by the County shall be limited, to the extent permitted by law, to a right of holders and beneficial owners to institute and maintain, or to cause to be instituted and maintained, such proceedings as may be authorized at law or in equity to obtain the specific performance by the County of its obligations under the Continuing Disclosure Certificate. Any individual holder or beneficial owner may institute and maintain, or cause to be instituted and maintained, such proceedings to require the County to provide or cause to be provided a pertinent filing if such a filing is due and has not been made. Any such proceedings to require the County to perform any other obligation under the Continuing Disclosure Certificate (including any proceedings that contest the sufficiency of any pertinent filing) shall be instituted and maintained only by a trustee appointed by the holders and beneficial owners of not less than 25% in principal amount of the Series 2013 Bonds then outstanding or by holders and beneficial owners of not less than 10% in principal amount of the Series 2013 Bonds then outstanding in accordance with Section 133.25(B)(4)(b) or (C)(1), Ohio Revised Code, as applicable (or any like or comparable successor provisions).

The performance by the County of its Continuing Disclosure Certificate shall be subject to the annual appropriation of any funds that may be necessary to perform it.

The County's Continuing Disclosure Certificate shall remain in effect only for such period that the Series 2013 Bonds are outstanding in accordance with their terms and the County remains an Obligated Person with respect to the Series 2013 Bonds within the meaning of the Rule. The obligation of the County to provide the Annual Filing and notices of the events described above shall terminate, if and when the County no longer remains such an Obligated Person.

(d) Application for Rating or Bond Insurance. If, in the judgment of the County Administrator, the filing of an application for (i) a rating on the Series 2013 Bonds by one or more nationally-recognized rating agencies, or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Series 2013 Bonds, is in the best interest of and financially advantageous to the County, the County Administrator is authorized to prepare and submit those applications, to provide to each such agency or company such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining

each such rating or policy, except to the extent paid by the Original Purchaser in accordance with the Purchase Agreement, from the proceeds of the Series 2013 Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

Section 7. Covenants of the County.

The County, by issuance of the Series 2013 Bonds, covenants and agrees with their holders to perform its applicable covenants and agreements set forth in this Resolution, the General Bond Resolution and the Trust Agreement. The County particularly covenants that it will:

(a) Operate the Utility as a public utility under the Act, including all extensions thereof and improvements thereto.

(b) Subject to applicable requirements and restrictions imposed by law, at all times prescribe and charge such rates, charges and rentals for the services and facilities of the Utility, and so restrict Operating Expenses (as defined in the Trust Agreement), as shall be necessary in order to meet the earnings coverage and other requirements of the Trust Agreement.

(c) Segregate, for accounting purposes, the Revenues and the Funds in its custody (each as defined in the Trust Agreement) from all other revenues and funds of the County.

(d) At any and all times, cause to be done all such further acts and things and cause to be signed and delivered all such further instruments as may be necessary to carry out the purpose of the Series 2013 Bonds and any Bond Legislation (as defined in the Trust Agreement) or as may be required by the Act, and comply with all requirements of law applicable to the Utility and its operation.

(e) Observe and perform faithfully at all times all covenants, agreements, authority, actions, undertakings, stipulations and provisions to be observed or performed on its part under the Trust Agreement, the Continuing Disclosure Certificate, the Purchase Agreement, this Resolution,

the General Bond Resolution, the Series 2013 Bonds and any other Bond Proceedings (as defined in the Trust Agreement) for the Series 2013 Bonds, and under all Board proceedings pertaining thereto.

Each of those obligations is binding upon the County, and upon each County officer or employee as from time to time may have the authority under law to take any action on behalf of the County that may be necessary to perform all or any part of that obligation, as a duty of the County and of each of those officers and employees resulting from an office, trust or station within the meaning of Section 2731.01 of the Ohio Revised Code, providing for enforcement by writ of mandamus.

Section 8. Federal Tax Considerations.

The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Series 2013 Bonds in such manner and to such extent as may be necessary so that (a) the Series 2013 Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of 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 Series 2013 Bonds to be and 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 Series 2013 Bonds to the governmental purpose 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 Auditor, as the fiscal officer, or any other officer of the County having responsibility for issuance of the Series 2013 Bonds, 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 Series 2013 Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Series 2013 Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Series 2013 Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Series 2013 Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Series 2013 Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Series 2013 Bonds.

Each covenant made in this section with respect to the Series 2013 Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Series 2013 Bonds (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Series 2013 Bonds from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this section to take with respect to the Series 2013 Bonds.

Section 9. Call for Redemption; Series 2003 Bond Fund.

To provide for the payment of the principal of and interest and redemption premium on the Refunded Bonds, the County Administrator is hereby authorized and directed for and in the name of the County and on its behalf to deposit with the Trustee, as Trustee for the Outstanding Series 2003 Bonds the amount determined by the Trustee necessary to redeem the Refunded Bonds.

Acting pursuant to the Series 2003 Bond Resolution which authorized the Outstanding Series 2003 Bonds, the Refunded Bonds are hereby called for redemption on August 1, 2013 (the "*Redemption Date*") at the redemption price of 100.0% of the principal amount thereof, and the County Administrator is hereby authorized and directed to cause those Refunded Bonds to be called for redemption on August 1, 2013 and arrange for the notice of redemption to be given in accordance with the applicable provisions of the Series 2003 Bond Resolution. For informational purposes, a certified copy of this Resolution shall be sent by the County Administrator to the current bond registrar for the Refunded Bonds.

In order to provide for the payment of (a) the interest on the Refunded Bonds on each February 1 and August 1 following the Closing Date and through the Redemption Date and (b) the principal of and redemption premium on the Refunded Bonds to be called for redemption on the Redemption Date, the County covenants and agrees with the Escrow Trustee and with the owners of the Refunded Bonds that the County will take, and will cause the Trustee to take, all steps required by the terms of the Series 2003 Bond Resolution to carry out such payments. The County will provide from the proceeds of the Series 2013 Bonds and other available funds in accordance with this Resolution, moneys and investments sufficient to pay in full (a) the interest on the Refunded Bonds on each February 1 and August 1 following the Closing Date and through the Redemption Date and (b) the principal of and redemption premium on the Refunded Bonds to be called for redemption on the Redemption Date. The County covenants and agrees with the Trustee and with the owners of the Refunded Bonds that the County will take, and will cause the Trustee to take, all steps required by the terms of this Resolution, Section 133.34, Ohio Revised Code, and the Series 2003 Bond Resolution to carry out such payments so that the Refunded Bonds are not deemed to be outstanding.

There shall be delivered to the Trustee for the Series 2003 Bond Fund proceeds to be received from the sale of the Series 2013 Bonds and other available funds which shall be invested in United States Treasury Obligations ("*Treasury Securities*"), State and Local Government Series ("*SLG Securities*") or other direct obligations of or obligations guaranteed as to both principal and interest of the United States as defined in Section 133.34, Ohio Revised Code, of the United States of America (direct obligations and guaranteed obligations together with the SLG Securities, collectively, the "*Securities*") and which Securities shall be of such maturities or redemption dates and interest of payment dates, and to bear such interest, as will be sufficient together with any moneys in the Series 2003 Bond Fund to be held in cash without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, to cause the Refunded Bonds to be deemed to be not outstanding as provided for in Section 133.34, Ohio Revised Code, and the balance of those proceeds, less any amount thereof, to be held in cash in the Series 2003 Bond Fund, shall be used for the payment of costs related to the refunding and the issuance of the Series 2013 Bonds, and of financing costs.

At the direction of the County Administrator, the Trustee or the Original Purchaser is authorized to apply and subscribe for SLG Securities on behalf of the County. Further, if the County Administrator determines that it would be in the best interest of and financially advantageous to the County to purchase Treasury Securities for deposit into the Series 2003 Bond Fund, the County Administrator is authorized and directed to solicit, or cause the solicitation, of bids for such Treasury Securities.

Any such Securities, and moneys, if any, in addition thereto to be held in cash, shall be held by the Trustee in trust and committed irrevocably to the payment of the principal of and interest and redemption premium on the Refunded Bonds.

Section 10. Further Authorizations and Implementation of Authorizations.

The County Commissioners, or any of them, the County Auditor, the County Prosecutor, the County Treasurer, the County Administrator, the Clerk and other County officials, as appropriate, each are authorized and directed to do all things necessary and appropriate to

complete and perform the delivery of the Series 2013 Bonds to the Original Purchaser and, in accordance with the terms and provisions of this Resolution, the General Bond Resolution, the Trust Agreement, and the Purchase Agreement, to make the necessary arrangements on behalf of the County to establish the date, location, procedure and conditions for the delivery of the Series 2013 Bonds to the Original Purchaser to the extent not provided for therein, and those officials, or any of them are further directed to take all steps necessary to effect due authentication, delivery and security of the Series 2013 Bonds under the terms of this Resolution and of the General Bond Resolution, the Trust Agreement, and the Purchase Agreement, including, without limitation, such certifications and instruments as are, in the opinion of bond counsel, necessary or appropriate to consummate the transactions provided for in this Resolution, the General Bond Resolution, the Trust Agreement and the Purchase Agreement.

The law firm of Squire Sanders (US) LLP is hereby appointed to provide bond counsel services in connection with the issuance of the Series 2013 Bonds. The County Administrator is authorized to enter into necessary contracts without competitive bidding to provide services with respect to the Series 2013 Bonds by the rating services, the Trustee, by providers of credit support instruments, for the printing of the preliminary and final official statements and for the printing of the Series 2013 Bonds, and by other necessary service providers, all as deemed necessary by the County Administrator to be consistent with the foregoing authorization and in the best interests of the County. The costs of those services shall be paid from money deposited in the Construction Fund which is appropriated for that purpose. The actions of the County Administrator or any other officer of the County in doing any and all acts necessary in connection with the issuance and sale of the Series 2013 Bonds are hereby ratified and confirmed.

Section 11. Certification and Delivery of Resolution and Certificate of Award.

The Clerk is directed to promptly deliver a certified copy of this Resolution and a copy of the Certificate of Award to the County Auditor.

Section 12. Other Determinations.

This Board determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Series 2013 Bonds in order to make them legal, valid and binding special obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law.

Section 13. Compliance with Open Meeting Requirements.

That the Board of County Commissioners hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with all applicable legal requirements including §121.22 of the Ohio Revised Code.

Section 14. Severability.

Each section of this Resolution and each subdivision of any section thereof is hereby declared to be independent, and the finding or holding of any section or subdivision of any section thereof to be invalid or void shall not be deemed nor held to affect the validity of any other section or subdivision of this Resolution.

Section 15. Effective Date.

This Resolution shall be in full force and effect immediately upon its adoption.

Mr. Uible seconded the motion and on roll call, the vote resulted as follows:

Mr. Humphrey Aye

Mr. Uible Yes

Mr. Proud Yea

This Resolution was duly passed on the 29th day of May 2013.

ATTEST:

Judith Kocica, Clerk
Board of County Commissioners

This Resolution was prepared by:

By: Todd L. Cooper
Bond Counsel
Squire, Sanders (US) LLP

Date: 05-29-13

Approved as to form only:

By: Allen J. Edwards
Assistant Prosecuting Attorney
Clermont County

Date: 5-23-13