

Moved by

Mr. Uible

, seconded by

Mr. Proud

Recommendation that the Board of County Commissioners adopt Resolution Number 47-16 resolving to approve payment to vendors **in the total amount of \$3,127,365.54** as set forth in the BCC Approval Invoice Report(s) For **Checks Dated April 13, 2016**, BCC Directed Pre-Paid Invoices Report(s), 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 4/11/2016, 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:

Robert L. Proud,

YES

David H. Uible,

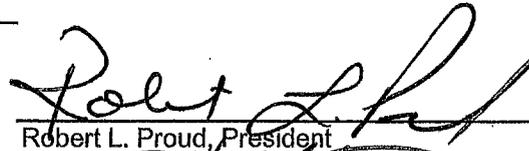
YES

Edwin H. Humphrey,

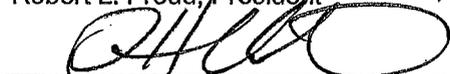
Absent

Date Adopted:

April 13, 2016



Robert L. Proud, President


David H. Uible, Vice-President

Absent

Edwin H. Humphrey, Member

RESOLUTION NO. 44-16

The Board of County Commissioners of Clermont County, Ohio met in regular session on the 13th day of April, 2016, in the Commissioners' Meeting Room, 101 East Main Street, Batavia, Ohio, with the following members present:

Robert L. Proud, President

David H. Uible, Vice President

Commissioner Uible introduced the following resolution

and moved its passage:

RESOLUTION 44-16

RESOLUTION APPROVING, SOLELY FOR THE PURPOSE OF SECTION 147(F) OF THE INTERNAL REVENUE CODE OF 1986, THE ISSUANCE OF HEALTH CARE FACILITIES IMPROVEMENT AND REFUNDING REVENUE BONDS, SERIES 2016 (OTTERBEIN HOMES OBLIGATED GROUP), BY THE COUNTY OF WARREN, OHIO; AUTHORIZING A PUBLIC HOSPITAL AGENCIES AGREEMENT IN CONNECTION WITH THAT APPROVAL; AND AUTHORIZING OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, Otterbein Homes (the "Corporation"), Otterbein Lebanon ("Lebanon"), Otterbein Loveland, LLC ("Loveland"), Otterbein Batavia, LLC ("Batavia"), together with Otterbein Gahanna, LLC ("Gahanna") and Otterbein New Albany, LLC ("New Albany"), all Ohio non-profit entities and, collectively "Otterbein", have previously undertaken the financing and construction of Hospital Facilities (as that term is defined in Section 140.01, Ohio Revised Code) (the "Hospital Facilities") located within the County of Clermont, Ohio (the "County") and within the Counties of Franklin and Clermont, Ohio (the "Other Counties") with the assistance of the County of Warren, Ohio (the "Issuer") which issued its Healthcare Facilities Improvement Revenue Bonds, Series 2013B (Otterbein Homes Obligated Group) (the "2013 Bonds") to finance a portion of the cost of such Hospital Facilities; and

WHEREAS, Otterbein has requested that the Issuer refinance the 2013 Bonds and issue additional revenue bonds to assist Lebanon with the renovation and construction of additional Hospital Facilities to be located within the Issuer; and

WHEREAS, Otterbein has represented to the County and the Other Counties that it would be more economic and efficient to have one political subdivision of the State of Ohio issue revenue bonds to refinance the 2013 Bonds and to finance the additional Hospital Facilities to be located in the Issuer; and

WHEREAS, Section 140.03, Ohio Revised Code, provides a procedure by which the County and the Other Counties may enter into an agreement pursuant to which the Issuer may issue Health Care Facilities Improvement and Refunding Revenue Bonds, Series 2016 (Otterbein Homes Obligated Group) in one or more series (the "2016 Bonds") in an aggregate principal amount estimated not to exceed \$45,000,000 to refinance the 2013 Bonds and construct the additional Hospital Facilities, and the County and the Other Counties plan to enter into such an Agreement (the "Public Hospital Agencies Agreement") in connection with the issuance of the 2016 Bonds; and

WHEREAS, the Corporation has signed and delivered an indemnification agreement, agreeing to indemnify the County and hold it harmless against any liability and expense of the County relating to the Public Hospital Agencies Agreement or the 2016 Bonds;

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

SECTION 1. That at least two members of the Board of County Commissioners be and they are hereby authorized and directed to execute and enter into on behalf of the County, a Public Hospital Agencies Agreement with the Issuer and the Other Counties to authorize the Issuer to issue

the 2016 Bonds for the purpose of financing, refinancing and constructing Additional Hospital Facilities.

SECTION 2. That the Public Hospital Agencies Agreement authorized in Section 1 of this resolution shall be substantially in the form presented to the Board and on file with the Clerk, with such changes as are not substantially adverse to the County and as are approved by the Board, which approval shall be conclusively evidenced by the signing of the Public Hospital Agency Agreement by at least two members of the Board.

SECTION 3. That the Clerk of the Board and the members of the Board of County Commissioners, as appropriate, be and they are hereby authorized and directed to execute and deliver on behalf of the County such other certificates, documents and instruments in connection with the County's approval of the Bonds and signing and delivery of the Agreement as may be required, necessary or appropriate, including, without limitation, conveyances of title to real and personal property, and terminations of financing statements and other releases of security interests in property, such instruments to be prepared by and at the expense of the Corporation and to be in such form as may be approved by the Board, which approval shall be conclusively evidenced by the execution thereof by the members of this Board.

SECTION 4. That this Board of County Commissioners, as the "applicable elected representative" of the County for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, hereby approves, but solely for the purpose of that Section 147(f), the issuance of the 2016 Bonds in the maximum principal amount of not to exceed \$45,000,000, the proceeds of which will be used to finance the acquisition, construction, installation and equipping of Additional Hospital Facilities within the Issuer (the "Project") and the refunding of the 2013 Bonds. The Corporation has represented to the County that the proceeds of the 2016

Bonds will be used to (i) refund the 2013 Bonds, the proceeds of which were used to finance the acquisition, construction and equipping of (a) a skilled nursing and rehabilitation facility consisting of fifty (50) skilled nursing beds to be located at 746 Loveland-Miamiville Road, Loveland, Ohio 45140, at an approximate cost of \$7,500,000, which is owned and operated by Loveland, (b) a skilled nursing and rehabilitation facility consisting of fifty (50) skilled nursing beds to be located at 4150 Bach-Buxton Road, Union Township, Ohio 45102, at an approximate cost of \$7,500,000, which is owned and operated by Batavia, (c) a skilled nursing and rehabilitation facility consisting of fifty (50) skilled nursing beds to be located at 6127 Harlem Road, New Albany, Ohio 43054, at an approximate cost of \$7,500,000, which is owned and operated by New Albany, and (d) a skilled nursing and rehabilitation facility consisting of fifty (50) skilled nursing beds to be located at 960 North Hamilton Road, Gahanna, Ohio 43230, at an approximate cost of \$7,500,000, which is owned and operated by Gahanna, and (ii) the renovation of the Corporation's facility which housed various services which is located on the Corporation's main campus at 580 and 585 N. State Route 741, Lebanon, Ohio 45036, at an approximate cost of \$12,000,000 (collectively, the "Project"), which is owned and operated by either the Corporation or Lebanon. The foregoing approval is given solely to satisfy the requirements of said Section 147(f) and does not obligate the County in any way with respect to the Bonds.

SECTION 5. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board any of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

Commissioner Proud seconded the motion and the roll being

called for passage of the foregoing resolution, the vote thereon resulted as follows:

Mr. Proud, Yea;

Mr. Uible, Yes;

Mr. Humphrey, Absent

PASSED this 17th day of April, 2016.

ATTEST:

Judith Kocica

Judith A. Kocica, Clerk of the
Board of County Commissioners