

Moved by Mr. Proud, seconded by Mr. Humphrey,

Recommendation that the Board of County Commissioners adopt Resolution Number 121-14 resolving to approve payment to vendors **in the total amount of \$2,160,502.84** as set forth in the BCC Approval Invoice Report(s) For Checks Dated **August 27, 2014**, 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 8/25/2014, 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:

David H. Uible,	<u>yes</u>
Robert L. Proud,	<u>yes</u>
Edwin H. Humphrey,	<u>aye</u>

Date Adopted: August 27, 2014

David H. Uible

Robert L. Proud

Edwin H. Humphrey

RESOLUTION NO. 122-14

The Board of County Commissioners of Clermont County, Ohio, met in regular session on the 27th day of August, 2014, with the following members present:

David H. Uible

Robert L. Proud

Edwin H. Humphrey

Mr. Humphrey moved for passage of the following Resolution:

RESOLUTION AUTHORIZING THE EXECUTION OF OHIO DEPARTMENT OF JOB AND FAMILY SERVICES INTER-COUNTY AGREEMENT AND CERTIFICATION RELEASE AND ACCEPTANCE OF FUNDS FORM JFS 02719 FOR SAME...

WHEREAS, the Ohio Department of Job and Family Services has made TANF funding available which will enable county agencies to establish programs that enable low income TANF-eligible Ohio youth to gain valuable work experience while earning a paycheck to help meet basic needs. Summer employment programs offer the opportunity for youth to develop a work history and have a current reference from an employer; and

WHEREAS, Ohio Administrative Code Section 5101:9-6-82 provides that a Board of County Commissioners may request an inter-county adjustment of funding for any state or federal allocation; and

WHEREAS, the Clermont County Department of Job and Family Services has sufficient funding remaining to provide mandated services for the remainder of the funding period; and

WHEREAS, mandated services will be provided in Clermont County for the remainder of the funding period; and

WHEREAS, the release of funds to the Clinton County Department of Job and Family Services will not leave Clermont County at a funding level below the expenditure level of the preceding funding period; and

NOW THEREFORE BE IT RESOLVED by the Board of County Commissioners, Clermont County, Ohio that Judy Eschmann, Director of the Clermont County Department of Job and Family Services is authorized to execute Form JFS 02719 to provide the transfer of \$75,000.00 from Clermont County Department of Job and Family Services to the Clinton County Department of Job and Family Services for a one-time adjustment.

NOW, THEREFORE BE IT FURTHER RESOLVED by the Board of Commissioners, County of Clermont, State of Ohio determines that that Clermont County Department of Job and Family Services has sufficient funding to provide mandated services for the remainder of the funding period and that the transfer of \$75,000.00 to the Clinton County Department of Job and Family Services will not leave the county at a funding level below the expenditure level of the preceding funding period.

NOW, THEREFORE LET IT BE FURTHER RESOLVED 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 Section 121.22 of the Ohio Revised Code.

Mr. Proud seconded the Resolution and upon roll call, the vote resulted as follows:

David H. Uible,	<u>Yes</u>
Robert L. Proud,	<u>Yea</u>
Edwin H. Humphrey,	<u>Aye</u>

ATTEST:

Judith Kocica
Judith Kocica, Clerk
Clermont County Board of Commissioners

DATE: *AUGUST 27, 2014*

This Resolution was approved as to form by the office of the Clermont County Prosecuting Attorney, D. VINCENT FARIS, PROSECUTOR.

By: *Allan L. Edwards*
Allan L. Edwards
Assistant Prosecuting Attorney

DATE: *8-26-14*

RESOLUTION NUMBER 123-14

The Board of County Commissioners of Clermont County, Ohio, met in Regular Session on the 27th day of August, 2014, at the office of said Board with the following members present:

David H. Uible, President
Robert L. Proud, Vice President
Edwin H. Humphrey, Member

Mr(s). Proud moved for the adoption of the following Resolution:

RESOLUTION APPROVING EXECUTION OF GRANT ASSISTANCE MEMORANDUM OF UNDERSTANDING BETWEEN THE BOARD OF CLERMONT COUNTY COMMISSIONERS AND THE OHIO DEPARTMENT OF TRANSPORTATION IN REGARD TO THE OHIO TRANSIT PRESERVATION PARTNERSHIP GRANT PROGRAM

WHEREAS, The Board of Clermont County Commissioners on behalf of the Clermont Transportation Connection desires to accept grant funds to provide financial assistance to the County and to enter into Memorandum of Understanding number 067-OTPP-14-0200 with the Ohio Department of Transportation; and

WHEREAS, the purpose of this grant is to provide financial assistance for the operation of the Clermont Transportation Connection for the benefit of the citizens of Clermont County;

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 I

The Board hereby approves the award of such funds and the conditions of the grant and authorizes Stephen H. Rabolt, County Administrator to execute the Memorandum of Understanding 067-OTPP-14-0200, and further, authorizes the Director of the Clermont Transportation Connection to execute all related and supporting documentation therefore in a timely manner.

SECTION II

The Director of Clermont Transportation Connection is hereby authorized and instructed to perform the grant Memorandum of Understanding and to follow and insure compliance with all terms and commitments to be performed on behalf of the County in accordance with its terms.

SECTION III

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 Section 121.22 of the Ohio Revised Code.

Mr(s). Humphrey seconded the motion and on roll call, the vote resulted as follows:

Mr. Uible Yes

Mr. Proud Yea


Mr. Humphrey Aye

This Resolution was duly passed on the 27th day of AUGUST 2014.

ATTEST:



Judith Kocica, Clerk
Board of County Commissioners

This Resolution was prepared and approved as to form by the office of the Prosecuting Attorney of Clermont County, Ohio
By: 
Assistant Prosecuting Attorney
Date: 8-21-14

RESOLUTION NO. 124 -14

The Board of County Commissioners, Clermont County, Ohio, met in regular session on the 27th day of August 2014, with the following members present:

David H. Uible, President

Robert L. Proud, Vice President

Edwin H. Humphrey, Member

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

**RESOLUTION AUTHORIZING EXECUTION OF CONSENT
OF MORTGAGEE TO BOUNDARY LINE AGREEMENT**

WHEREAS, pursuant to a Septic System Rehabilitation Grant, the Board of County Commissioners, Clermont County, Ohio is the owner and holder of a certain mortgage in the original amount of \$15,245.00 executed by Michael S. Jarvis and Elizabeth A. Jarvis, dated September 19, 2012 and recorded October 19, 2012 in O.R. Book 2407, Page 1450, Clermont County, Ohio Recorder's Records; and

WHEREAS, Michael S. Jarvis and Elizabeth A. Jarvis desire to enter into a Boundary Line Agreement with their neighboring property owners, Matthew C. Pearson and Kimberly R. Pearson; and

WHEREAS, no property is being exchanged through the execution and recording of the Boundary Line Agreement; and

WHEREAS, the Boundary Line Agreement, to be valid, requires the consent of all mortgage holders; and

WHEREAS, the Board of County Commissioners desires to cooperate with citizens in their attempts to resolve boundary line disputes;

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 I

That the Board of County Commissioners hereby authorizes the County Administrator or the Assistant County Administrator to execute the CONSENT OF MORTGAGEE TO BOUNDARY LINE AGREEMENT and to transmit same to Attorney D'Anne Uhle for recording.

SECTION II

That this 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 Section 121.22 of the Ohio Revised Code.

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

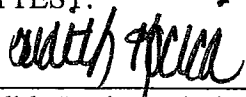
Mr. Uible Yes

Mr. Proud Yea

Mr. Humphrey Aye


This Resolution was duly passed on the 27th day of August 2014.

ATTEST:



Judith Kocica, Clerk
Board of County Commissioners

This Resolution was prepared and approved as to form by the Office of the Prosecuting Attorney of Clermont County, Office

By:  Date: 8/8/2014
Marshall McCachran, Assistant Prosecuting Attorney

The Board of County Commissioners of Clermont County, Ohio met in regular session on the 27th day of August, 2014, at the Office of said Board, with the following members present:

David H. Uible, President
Robert L. Proud, Vice President
Edwin H. Humphrey, Member

Mr. Proud introduced the following resolution and moved its adoption:

RESOLUTION NO. 125-14

A RESOLUTION DETERMINING THE NECESSITY OF AND AUTHORIZING THE ISSUANCE AND SALE OF HEALTHCARE FACILITIES REVENUE REFUNDING BONDS, SERIES 2014 (S.E.M. HAVEN, INC.) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$4,000,000; AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT OF LEASE AND SUBLEASE IN CONNECTION THEREWITH; AUTHORIZING THE EXECUTION AND DELIVERY OF AN ASSIGNMENT OF SUBLEASE TO SECURE SUCH BONDS; AUTHORIZING EXECUTION OF A BOND PURCHASE AGREEMENT WITH RESPECT TO SAID BONDS; AND AUTHORIZING THE EXECUTION OF A TAX EXEMPTION CERTIFICATE AND AGREEMENT AND OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, the County of Clermont, Ohio (the "County" or the "Issuer") heretofore issued its \$5,000,000 County of Clermont, Ohio Adjustable Rate Demand Healthcare Facilities Revenue Bonds, Series 2004 (S.E.M. Haven, Inc. Project) (the "Prior Bonds"), the proceeds of which were made available to S.E.M. Haven, Inc. (the "Corporation"), to finance and refinance the acquisition, construction, and equipping of certain Hospital Facilities, as that term is defined in Section 140.01; and

WHEREAS, the County has determined that the Prior Bonds should be refunded and retired in order for the County to better provide for the preservation of the public health and for the needs of the residents of the County; and

WHEREAS, this Board has determined to authorize the issuance of Healthcare Facilities Revenue Refunding Bonds, Series 2014 (S.E.M. Haven, Inc.) of the County (the "Bonds") for the purpose of (1) refunding and retiring the Prior Bonds and (2) paying certain costs and expenses of the County and the Corporation incurred in connection with the issuance of the Bonds; and

WHEREAS, the refunding and retirement of the Prior Bonds will be in the best interests of the County and will provide Hospital Facilities at the lowest possible cost to service the residents of the County, which Hospital Facilities will be available for the service of the general public without discrimination by reason of race, creed, color or national origin; and

WHEREAS, the County is authorized by the authority contained in Chapter 140, Ohio Revised Code, to issue healthcare facilities revenue refunding bonds for the aforesaid purposes; and

WHEREAS, this Board has determined to authorize such Bonds and to award the sale thereof to Fifth Third Bank, an Ohio banking corporation (the "Original Purchaser"); and

WHEREAS, the Corporation is a nonsectarian Ohio nonprofit corporation, no part of the net earnings of which inures or may lawfully inure to the benefit of any private shareholder or individual which has authority to operate Hospital Facilities; and

WHEREAS, it is necessary in connection with the issuance of such Bonds and the refunding and retirement of the Prior Bonds to provide for the authorization of an Agreement of Lease, a Sublease, an Assignment of Sublease and Tax Regulatory Agreement; and

WHEREAS, it is necessary in connection with the issuance of such Bonds to also provide for the authorization of a Bond Purchase Agreement for the Bonds and to authorize certain other documents in connection with the issuance of the Bonds; and

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

SECTION 1. That for the purpose of better providing for the health and welfare of the people of the State of Ohio by enhancing the availability, efficiency and economy of Hospital Facilities and facilitating the financing of Hospital Facilities to be available to or for the service of the general public without discrimination by reason of race, creed, color or national origin, this Board, hereby determines that revenue bonds shall be issued pursuant to Section 140.06, Ohio Revised Code, in an aggregate principal amount not to exceed \$4,000,000 for the purposes set forth in the preambles hereto. Such bonds shall be designated "County of Clermont, Ohio Healthcare Facilities Revenue Refunding Bonds, Series 2014 (S.E.M. Haven, Inc.)" in a principal amount not to exceed \$4,000,000. The Bonds shall be issued in the forms and denomination and shall be executed, dated, be subject to redemption prior to maturity on the dates and at the prices, bear interest at the rate or rates, and be payable on the dates as hereafter provided in the Bond Purchase Agreement hereinafter authorized.

SECTION 2. Those words and terms not expressly defined herein and used herein with initial capitalization where rules of grammar do not otherwise require capitalization shall have the meanings assigned to them in the Sublease between the Issuer and the Corporation (the "Sublease"), a form of which is currently on file with this Board.

Any reference herein to the Issuer, the Board, or to any officer or official or employee thereof, shall include those succeeding to their respective functions, duties or responsibilities

pursuant to or by operation of law or who are lawfully performing such functions. Any reference herein to any other person or entity shall include his or its respective successors and assigns. Any reference to a section or provision of the Code, the Ohio Constitution or the Act or to a section, provision or chapter of the Ohio Revised Code shall include such section or provision or chapter as from time to time amended, modified, revised, supplemented, or superseded; provided, however, that no such change shall alter the obligation to pay the Bond Service Charges in the amounts and manner, at the times, and from the sources provided in this Bond Legislation, except as otherwise herein permitted, or shall be deemed applicable by reason of this provision if such change would in any way constitute an impairment of the rights of the Issuer, a Holder or the Corporation under the Sublease.

Unless the context shall otherwise indicate, words importing the singular number shall include the plural number, and vice versa, any pronoun shall be deemed to cover all genders, and the terms "herein", "hereof", "hereby", "hereto", "hereunder", and similar terms, mean this Bond Legislation and not solely the portion hereof in which any such word is used.

SECTION 3. That the Bonds shall be initially issued as one fully registered Bond, in the name of the Original Purchaser, dated as of the date of its initial delivery to the Original Purchaser, in the denomination of the principal amount of the Bonds, numbered R-1, respectively, and in the form of Exhibit A to the Bond Purchase Agreement. The Bonds shall mature on the applicable Final Maturity Date (subject to all provisions herein for amortization and redemption), which shall be no later than October 1, 2024. Upon any transfer and surrender of the Bonds in accordance with the provisions of the Bond Purchase Agreement, the Issuer shall execute and deliver a new Bond in exchange therefor as provided in the Bond Purchase Agreement.

The outstanding principal of the Bonds, unless earlier redeemed, shall be payable in full on the Final Maturity Date.

Interest from the date of issuance of the Bonds on the outstanding principal amount of the Bonds shall be payable on each Interest Payment Date. Interest on the outstanding principal balance of the Bonds shall be payable at the Adjusted LIBOR Rate, which shall be determined on the first day of each month; provided that the interest rate for the first month shall be set forth in a certificate of the Original Purchaser delivered on or before the date of delivery of the Bonds.

In any case where the date of maturity, of interest on, of principal of the Bonds, or the date fixed for redemption of the Bonds will be a day that is not a Business Day, then payment of such interest on or principal of the Bonds need not be made on such date but may be made on the next succeeding day that is a Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption and no interest shall accrue for the period from and after such date.

Interest on the Bonds shall be calculated on the basis of a 360 day year for the number of days actually elapsed. Each installment shall be applied first to interest due and the balance to repayment of principal. All principal and interest shall be paid in full on or before the Final Maturity Date. Notwithstanding the foregoing, the rate of interest on the Bonds shall be adjusted in the event that either: (i) the maximum effective Federal corporate income tax rate (the "Tax

Rate”) as presently established in Section 11 of the Code is either increased or decreased from the present 35% rate; or (ii) the reduction of the amount allowable as a deduction for interest expense with respect to financial institutions (the “Deduction Disallowance Rate”) is either increased or decreased from the present 20% amount, such that the after-tax yield to the Holder is equivalent to the yield to the Holder prior to such change in the Tax Rate or the Deduction Disallowance Rate.

Notwithstanding the foregoing, if at any time a Determination of Taxability shall occur, the interest rate on the Bonds shall become the Taxable Rate of Interest, retroactive to the date of the Event of Taxability. In such event the Issuer shall pay to the Holder, on demand and as additional interest, but solely from Pledged Receipts, an amount equal to the sum of (a) the difference between (i) the aggregate amount of interest on the Bonds which would have been payable to such Holder if the interest rate thereon, commencing on the date of the Event of Taxability had been the Taxable Rate of Interest, and (ii) the aggregate amount of interest on the Bonds actually paid on or prior to the Determination of Taxability; and (b) any amount which the Holder is actually obligated to pay as interest on unpaid taxes, penalties or other assessments which are due by reason of the Determination of Taxability. All interest payable on the Bonds after the Determination of Taxability shall be at the Taxable Rate of Interest, adjusted on the first day of each month. In addition, the Corporation shall pay all sums due under Section 6.5 of the Sublease by reason of a Determination of Taxability after the payment or prepayment in full of the Basic Rent and Payment in Full of the Bonds.

The Bonds shall be callable for redemption in whole upon occurrence of any of the circumstances which operate to require prepayment of the Basic Rent by the Corporation in accordance with the provisions of Section 6.3 of the Sublease. The redemption date in any of such events shall be the date set by the Corporation (or in default thereof, by the Holder) for the prepayment of the Basic Rent in accordance with the provisions of such Section 6.3 of the Sublease. The redemption price in any of such events shall be 100% of the principal amount of the Bonds outstanding as of the date of redemption, plus accrued interest to the redemption date.

The Bonds shall be callable for redemption on any Interest Payment Date in the event of exercise by the Corporation of its option to prepay the Basic Rent in full or in part as provided in Section 6.1 of the Sublease. The redemption date in any such event shall be the date set by the Corporation for the prepayment of the Basic Rent in accordance with Section 6.1 of the Sublease. The redemption price for the Bonds (or portions thereof) in such event shall be 100% of the principal amount of the Bonds to be redeemed, plus accrued interest thereon.

The obligation of the Issuer to make scheduled payments of principal and interest on the principal amount of the Bonds which remains outstanding after any partial redemption shall not be affected by such partial redemption, such partial redemption operating instead to pay and redeem the principal of the Bonds at dates earlier than the originally scheduled principal amortization or payment date or dates, in inverse chronological order.

Notice from the Corporation to the Holder that the Basic Rent is to be prepaid in whole or in part pursuant to the Sublease shall also constitute the call by the Issuer of a portion or all, as the case may be, of the principal amount of the Bonds then outstanding, and no separate notice from the Issuer to the Holder shall be required. In addition, acceleration of all payments of Basic

Rent pursuant to Section 7.2(a) of the Sublease shall constitute an acceleration of the principal amount of the Bonds then outstanding, and no notice of such acceleration from the Holder to the Issuer shall be required.

All Bond Service Charges shall be payable in lawful money of the United States of America at the principal office of the Holder, by check or draft. Any Bond Service Charges not paid when due, together with interest thereon at the Interest Rate for Advances, shall continue as an obligation of the Issuer until paid.

The Bonds shall be executed on behalf of the Issuer by at least two members of the Board, provided that such signature may be a facsimile. In case any officer whose signature or a facsimile thereof shall appear on the Bonds shall cease to be such officer before the issuance or delivery of the Bonds, such signature or facsimile thereof shall nevertheless be valid and sufficient for all purposes, the same as if he had remained in office until after that time.

If the Bonds or any portion thereof are duly called for redemption as herein provided, and if on the redemption date moneys for the payment of the applicable redemption price shall have been provided to the Holder so as to be available for the payment thereof, then from and after such redemption date the Bonds or such portion thereof shall cease to bear interest, subject to the provisions of Section 6.5 of the Sublease.

SECTION 4. That from the sale of the Bonds, the amount necessary to refund and retire the Prior Bonds shall be transmitted or deposited in such manner as is necessary to effect such refunding and retirement.

SECTION 5. That each of the Bonds authorized hereby shall bear on its face a statement that the Bonds are not general obligations, debt or bonded indebtedness of the County of Clermont, Ohio or the State of Ohio or any political subdivision thereof, and the holders or owners of the Bonds are not given the right, and have no right, to have excises or taxes levied by the County of Clermont, Ohio or the State of Ohio or any political subdivision thereof, for the payment of the debt service on such Bonds and that the right to such payment is limited to the revenues and funds pledged for such purpose under the Bond Legislation.

SECTION 6. That the members of this Board and its clerk and other officers, employees and agents are hereby authorized and directed to do all the acts and things required of them by the provisions of the Bonds and the Bond Purchase Agreement hereinafter authorized to the end that full and complete performance of all of the terms, covenants and agreements of the Bonds and Bond Purchase Agreement shall be effected, including taking all actions necessary to complete the sale of the Bonds under the "Blue Sky" laws of any jurisdiction; provided that the County shall not be required to submit to service of process in connection with any such "Blue Sky" action in any state except Ohio.

SECTION 7. That this Board hereby determines that the leasing of the Project from the Corporation and the subleasing of the Existing Facilities to the Corporation, which will operate the Project, providing health care to the general public without discrimination by reason of race, creed, color or national origin is undertaken for and will serve the public purpose of better

providing for the health and welfare of the people of the State of Ohio by enhancing the availability, efficiency and economy of Hospital Facilities and the services rendered thereby.

SECTION 8. That at least two members of this Board be and they are hereby authorized and directed to execute and enter into, on behalf of the County, an Agreement of Lease with the Corporation (the "Lease") to acquire a leasehold interest in the Existing Facilities. The Lease shall be substantially in the form presented to this Board and on file with the Clerk, subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Lease as aforesaid. It is hereby determined that such Lease will promote the public purpose stated in Section 140.02, Ohio Revised Code, and the County of Clermont, Ohio will be duly benefited thereby.

SECTION 9. That at least two members of this Board be and they are hereby authorized and directed to execute and deliver on behalf of the County a Sublease with the Corporation (the "Sublease") and an Assignment of Sublease (the "Assignment of Sublease") assigning the Sublease to the Original Purchaser. The Sublease and the Assignment of Sublease shall be substantially in the form presented to this Board and on file with the Clerk, subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Sublease and Assignment of Sublease as aforesaid. It is hereby determined that such Sublease will promote the public purpose stated in Section 140.02, Ohio Revised Code, and the County of Clermont, Ohio, will be duly benefited thereby.

SECTION 10. That at least two members of this Board be and they are hereby authorized and directed to execute and deliver on behalf of the County a Bond Purchase Agreement, providing for the sale of the Bonds to the Original Purchaser, substantially in the forms pertaining to the Bonds heretofore presented to this Board and on file with the Clerk, so long as the terms of purchase contained therein are within the guidelines established in Sections 1 and 3 of this Bond Legislation.

SECTION 11. That this Board, for and on behalf of the County, hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code and the regulations prescribed thereunder. The Chairman of the Board or any one or more of the members of the Board or any other officer having responsibility with respect to the issuance of said Bonds is authorized and directed to give appropriate certificates on behalf of the County, on the date of delivery of said Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Section 148 and regulations thereunder.

SECTION 12. That at least two members of this Board be and they are hereby authorized and directed to execute and deliver on behalf of the County a Tax Exemption Certificate and Agreement (the "Tax Regulatory Agreement") for the Bonds. The Tax Regulatory Agreement shall be substantially in the forms presented to this Board and on file with the Clerk, subject to such changes, insertions and omissions as may be approved by this Board,

which approval shall be conclusively evidenced by the execution of said Tax Regulatory Agreement as aforesaid.

SECTION 13. That the appropriate officers of this Board, be and they hereby are authorized to execute and deliver on behalf of the County such other certificates, documents, releases relating to the Prior Bonds, and instruments in connection with the issuance and sale of the Bonds as may be required, necessary or appropriate, including, without limitation, any documents which are necessary or appropriate in order to provide that the Bonds constitute "qualified 501(c)(3) bonds" under the Internal Revenue Code of 1986, as amended. Such documents, including the ones specifically authorized hereby, shall be subject to such changes, insertions and omissions as may be approved by the appropriate officers of this Board, which approval shall be conclusively evidenced by the execution thereof as aforesaid.

SECTION 14. That the Bonds are hereby designated "qualified tax-exempt obligations" for the purposes set forth in Section 265(b)(3) of the Internal Revenue Code of 1986, as amended. The Issuer does not presently anticipate that it will issue more than \$10,000,000 of qualified tax-exempt obligations in calendar year 2014.

SECTION 15. That 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 in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

SECTION 16. That all resolutions and ordinances or parts thereof in conflict with the provisions of this resolution are, to the extent of such conflict, hereby repealed.

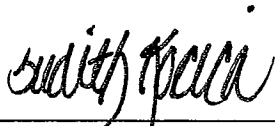
SECTION 17. That this resolution shall be effective from and after its adoption.

The motion was seconded by Mr. Humphrey and, upon roll call, the vote was as follows:

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

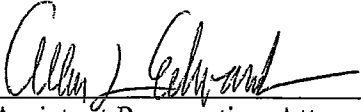
ADOPTED this 27th day of August, 2014.

ATTEST:



Judith Kocica, Clerk
Board of County Commissioners
County of Clermont, Ohio

APPROVED AS TO FORM:


Assistant Prosecuting Attorney

Date: 8-26-14

CERTIFICATE OF CLERK

The Undersigned hereby certifies that the foregoing is a true and correct copy of Resolution Number 125-14 adopted by the Board of County Commissioners of the County of Clermont, Ohio on the 27th day of August, 2014



Judith Kocica, Clerk
Board of County Commissioners
County of Clermont, Ohio