



AGENDA
CUYAHOGA COUNTY COMMITTEE OF THE WHOLE MEETING
TUESDAY, JUNE 18, 2024
CUYAHOGA COUNTY ADMINISTRATIVE HEADQUARTERS
C. ELLEN CONNALLY COUNCIL CHAMBERS – 4TH FLOOR
2:00 PM

1. CALL TO ORDER

2. ROLL CALL

3. PUBLIC COMMENT

4. ITEMS REFERRED TO COMMITTEE

- a) R2024-0203: A Resolution authorizing the issuance and sale of County of Cuyahoga, Ohio Economic Development Revenue Bonds, Series 2024A (Rock and Roll Hall of Fame Expansion Project) in a principal amount not to exceed \$50,000,000; providing for the pledge of Nontax Revenues of the County for the payment of such bonds; authorizing the execution of various documents required in connection with said bond issuance, including an amendment to the Agreement related to 2020 County Bed Tax Increase, and authorizing and approving related matters; and declaring the necessity that this Resolution become immediately effective. [See Page 3]

- b) O2024-0005: An Ordinance amending Chapter 501 of the Cuyahoga County Code; and declaring the necessity that this Ordinance become immediately effective. [See Page 17]

5. EXECUTIVE SESSION

- a) Collective bargaining matters, including:
 - i) a Collective Bargaining Agreement between Cuyahoga County and The International Union of Operating Engineers, Local 18-S, representing approximately 18 employees in 5 classifications from the Cuyahoga County Department of Public Works for the period 5/1/2024 – 4/30/2027;

- b) Pending or imminent court action

6. MISCELLANEOUS BUSINESS

7. ADJOURNMENT

**Complimentary parking for the public is available in the attached garage at 900 Prospect. A skywalk extends from the garage to provide additional entry to the Council Chambers from the 5th floor parking level of the garage. Please see the Clerk to obtain a complimentary parking pass.*

***Council Chambers is equipped with a hearing assistance system. If needed, please see the Clerk to obtain a receiver.*

COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO

RESOLUTION NO. R2024-0203

<p>Sponsored by: County Executive Ronayne/Fiscal Officer</p>	<p>A Resolution authorizing the issuance and sale of County of Cuyahoga, Ohio Economic Development Revenue Bonds, Series 2024A (Rock and Roll Hall of Fame Expansion Project) in a principal amount not to exceed \$50,000,000; providing for the pledge of Nontax Revenues of the County for the payment of such bonds; authorizing the execution of various documents required in connection with said bond issuance, including an amendment to the Agreement Related to 2020 County Bed Tax Increase, and authorizing and approving related matters; and declaring the necessity that this Bond Resolution become immediately effective.</p>
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WHEREAS, the County of Cuyahoga, Ohio (the “County” and the “Issuer”), a county and political subdivision duly organized and validly existing under the laws of the State of Ohio, by virtue of the laws of the State of Ohio (the “State”), including Article VIII, Section 13 of the Constitution of the State and Chapter 165 of the Ohio Revised Code, as amended (the “Act”), is authorized and empowered among other things (a) to issue its Economic Development Revenue Bonds, Series 2024A (Rock and Roll Hall of Fame Expansion Project) (the “Series 2024A Bonds”), and loan the proceeds of the Series 2024A Bonds to The Rock and Roll Hall of Fame and Museum, Inc., an Ohio nonprofit corporation (“Borrower”), to (i) finance a portion of the costs of acquiring, constructing, equipping, furnishing and improving a “project”, as defined in Section 165.01, as amended, Ohio Revised Code, including but not limited to the construction of an expansion to the Rock and Roll Hall of Fame and Museum in Cleveland, Ohio comprising a 50,000 square-foot addition including multipurpose spaces for indoor performances, community gatherings and private rentals, a new entrance lobby, open space for event and education programming, on-site archives, and relocation of the administrative offices from the lower level which will create 10,000 square feet of new traveling exhibit space in the original building, and (ii) pay costs of issuance (collectively, the “Project”); (b) to secure the payment of Bond Service Charges on the Series 2024A Bonds with Nontax Revenues of the County; and (c) to enact this Bond Resolution (the “Bond Resolution”) and execute and deliver the agreements and instruments hereinafter identified; and

WHEREAS, the Cuyahoga County Community Improvement Corporation has certified to the County that the Project is in accordance with the plan for the industrial, commercial, distribution and research development of the County heretofore confirmed by this Council; and

WHEREAS, this Council of the County of Cuyahoga, Ohio (this “Council”), pursuant to the foregoing authority and at the request of, and based upon the representations of the Borrower, has determined that it is willing to authorize the issuance and sale of the Series 2024A Bonds in the maximum aggregate principal amount of \$50,000,000 to assist in the financing of the Project, and in connection with that issuance and sale, to adopt this Bond Resolution, to enter into the Issuer Documents (as hereinafter defined) and to execute and deliver certain other statements, documents and instruments upon the terms set forth in this Bond Resolution and those documents and instruments; and

WHEREAS, the Series 2024A Bonds will be issued pursuant to the provisions of the Act and a Trust Indenture (the “Trust Indenture”), by and between the County and U.S. Bank Trust Company, National Association, as trustee (the “Trustee”); and

WHEREAS, it is necessary that this Resolution become immediately effective in order that the usual daily operation of the County be continued and the public peace, health or safety of the County be preserved and for the further reason that funds be made available in a timely manner for the Project; and

NOW THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO, THAT:

SECTION 1. Definitions.

(a) As used herein, the following capitalized words and terms shall have the following definitions, unless the context or use indicates another or different meaning or intent:

“Bed Tax Agreement” means the Agreement Related to 2020 County Bed Tax Increase by and between the Borrower and the County, dated September 23, 2019 and made effective January 1, 2020, as amended in accordance with this Resolution.

“Bond Purchase Agreement” means the Bond Purchase Agreement between the County and the Original Purchaser.

“Bond Service Charges” means the principal (at stated maturity or by redemption), premium (if any) and interest required to be paid by the County on the Series 2024A Bonds.

“Borrower” means The Rock and Roll Hall of Fame and Museum, Inc., an Ohio nonprofit corporation.

“County Executive” means the County Executive of the County or designee for the purposes of signing documents.

“County Fiscal Officer” means the Fiscal Officer of the County, including an acting or interim Fiscal Officer of the County or designee for purposes of signing documents.

“Coverage Computation Period” means the three most recent calendar years preceding the date of the certification required by Section 9(b).

“Coverage Ratio” means 150%.

“Final Terms Certificate” means the certificate authorized by Section 5, to be signed by the County Fiscal Officer or the County Executive, setting forth and determining those terms or other matters pertaining to the Series 2024A Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

“Indenture” means the Trust Indenture, dated as of August 1, 2024 by and between the County and the Trustee.

“Loan Payments” means the payments to be made by the Borrower to the County pursuant to the Loan Agreement.

“Loan Agreement” means the Loan and Security Agreement between the Borrower and the County, dated as of August 1, 2024.

“Mandatory Sinking Fund Redemption Requirements” means, as to the Series 2024A Bonds, the deposits required to be made in respect of the mandatory redemption requirements indicated in the Indenture.

“Nontax Revenues” means all money of the County that is not money raised by taxation, to the extent available for deposit in the Bond Fund, including, but not limited to the following: (a) charges for services and payments received in reimbursement for services; (b) payments in lieu of taxes now or hereafter authorized by State statute; (c) fines and forfeitures; (d) fees from properly imposed licenses and permits; (e) investment earnings that are credited to the County’s General Fund; (f) proceeds from the sale of assets; (g) rental income; (h) grants from the United States of America and the State; (i) gifts and donations; and (j) Project Revenues; provided that Nontax Revenues do not include the Brownfield Revenues, the Commercial Redevelopment Revenues, the Flats Revenues, Medical Mart/Convention Center Revenues, the Series 2014C Bonds Revenues, the Steelyard Revenues, the Western Reserve Revenues, the Westin Revenues or the MetroHealth Payments (each as defined in the Loan Agreement).

“Official Statement” means, as appropriate, the preliminary official statement or the final official statement authorized by this Resolution.

“Original Purchaser” means such purchaser(s) of the Series 2024A Bonds identified in the Bond Purchase Agreement for the Series 2024A Bonds.

“Parity Obligations” means any bonds, notes or other obligations of or guaranties by the County secured by a pledge of Nontax Revenues on a parity with the Series 2024A Bonds, except that such Parity Obligations shall not be secured by any pledge of the Project Revenues.

“Payment Date” means any Interest Payment Date or any date on which a scheduled payment of principal or of a mandatory sinking fund installment of the Series 2024A Bonds is due.

“Project Revenues” means any amounts deposited to the Project Fund or the Bond Fund established by the Indenture for the Series 2024A Bonds.

“Trustee” means U.S. Bank Trust Company, National Association.

(b) All other capitalized terms used herein and those not otherwise defined herein shall have the respective meanings given to them in the Trust Indenture with respect to the Series 2024A Bonds.

(c) Any reference herein to the County, or to any officers or members thereof, shall include those which succeed to their functions, duties or responsibilities pursuant to or by operation of law or who are lawfully performing their functions.

(d) Unless the context shall otherwise indicate, words importing the singular number shall include the plural number, and vice versa, and the terms “hereof,” “hereby,” “hereto,” “hereunder,” and similar terms, mean this Bond Resolution.

SECTION 2. Determinations by this Council. This Council hereby finds and determines, based on the information and representations provided by the Borrower, that the Project constitutes a “project” as defined in the Act and is consistent with the purposes of Section 13, Article VIII of the Ohio Constitution and the Act and will benefit the people of the County by creating or preserving jobs and employment opportunities and promoting the industrial, commercial and economic development of the County and the State. Provision of the loan to assist in the financing of the Project will require the issuance, sale and delivery of the Series 2024A Bonds.

SECTION 3. Authorization of Series 2024A Bonds. It is hereby determined to be necessary to, and the County shall, issue, sell and deliver, as provided herein and pursuant to the authority of the Act, the Series 2024A Bonds in an aggregate principal amount not to exceed \$50,000,000, all in accordance with the provisions of the Indenture and the Loan Agreement. The Series 2024A Bonds shall be designated “Economic Development Revenue Bonds, Series 2024A (Rock and Roll Hall of Fame Expansion Project).” The final aggregate principal amount of the Series 2024A Bonds will be determined in the Final Terms

Certificate as provided in Section 5. The Series 2024A Bonds shall be payable and secured as provided herein. The proceeds of the sale of the Series 2024A Bonds shall be deposited as set forth in the Final Terms Certificate and are hereby appropriated for the purposes set forth in the Loan Agreement.

SECTION 4. Terms and Provisions of the Series 2024A Bonds.

(a) Generally. The Series 2024A Bonds (i) shall be issued only in fully registered form, substantially as set forth in the Indenture; (ii) shall be exchangeable for Series 2024A Bonds of Authorized Denominations, as provided in the Indenture; (iii) shall be numbered in such manner as determined by the Trustee in order to distinguish each Series 2024A Bond from any other Series 2024A Bond; and (iv) shall be in Authorized Denominations. The Series 2024A Bonds may be subject to both optional and mandatory redemption in the amounts, upon the conditions, and at the times and prices set forth in the Final Terms Certificate provided for in Section 5 and in the Indenture. The Series 2024A Bonds shall be dated the Closing Date, or such earlier date, not more than 60 days prior to the Closing Date, as may be established in the Final Terms Certificate.

(b) Principal Amount Interest Rates and Payment Dates. The actual principal amount of the Series 2024A Bonds shall be specified in the Final Terms Certificate. The Series 2024A Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360-day year consisting of 12 30-day months), as shall be established, subject to subsection (d) of this Section, in the Final Terms Certificate. Interest on the Series 2024A 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 2024A 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.

(c) Principal Payment Schedule. The Series 2024A Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements on the Principal Payment Dates in principal amounts as shall be determined by the signing officer, subject to subsection (d) of this Section, in the Final Terms Certificate, consistent with that officer's determination of the best interest of and financial advantages to the County.

Consistent with the foregoing and in accordance with that officer's determination of the best interest of and financial advantages to the County, the County Fiscal Officer or County Executive shall specify in the Final Terms Certificate (i) the aggregate principal amount of Series 2024A Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Series 2024A 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 2024A Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Series 2024A Bonds shall be stated to mature, the 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 (Mandatory

Redemption Dates) and the amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(d) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The first Principal Payment Date shall occur on such date as set forth in the Final Terms Certificate determined to be necessary and advisable to the sale of the Series 2024A Bonds and in the best interests and financial advantages of the County, and the final Principal Payment Date shall occur not later than August 1, 2054. The weighted average of the rate or rates of interest per year (i.e. trust interest cost) to be borne by the Series 2024A Bonds, determined by taking into account the respective principal amounts of the Series 2024A Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Series 2024A Bonds, shall not exceed 7.0% per year.

(e) Payment of Bond Service Charges. The Bond Service Charges on the Series 2024A Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Trustee as paying agent. Principal of and any premium on the Series 2024A Bonds shall be payable when due upon presentation and surrender of the Series 2024A Bonds at the designated corporate trust office of the Trustee in accordance with the Indenture. Interest on the Series 2024A Bonds shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Series 2024A Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the Regular Record Date. Notwithstanding the foregoing, if and so long as the Series 2024A Bonds are issued in a book entry system, principal of and interest and any premium on the Series 2024A Bonds shall be payable in the manner provided in any agreement entered into by the County Fiscal Officer or the County Executive, in the name and on behalf of the County, in connection with the book entry system.

SECTION 5. Authorization of Trust Indenture, Loan Agreement, Bond Purchase Agreement, and All Other Documents to be Executed by the County. To provide for the issuance and sale of the Series 2024A Bonds, and to better secure the payment of the principal of, and premium, if any, and interest on, the Series 2024A Bonds as the same shall become due and payable, the County Executive or the County Fiscal Officer are authorized and directed, for and in the name of the County and on its behalf, to sign and deliver the Trust Indenture, the Loan Agreement and the Bond Purchase Agreement (collectively, the "Issuer Documents") in substantially the forms now on file with the Clerk. The Issuer Documents are hereby approved, with such changes therein that are not materially inconsistent with this Resolution and not adverse to the County and that are permitted by the Constitution of Ohio and shall be approved by the official(s) signing such documents. The approval of such changes, and the determination that such changes are not adverse to the County, shall be conclusively evidenced by the execution and delivery of such Issuer Documents by such official(s).

The County Executive, the County Fiscal Officer, the Clerk, the Director of Law, the Prosecuting Attorney and other County officials, as appropriate, are further authorized to

sign any notices, certifications, financing statements, other agreements (including amendments, if necessary), documents, instruments and opinions, and to take such other actions, as are desirable, advisable, necessary or appropriate to perfect the assignments set forth in the Indenture and to consummate the transactions contemplated by, and any actions required or authorized by, this Resolution, the Indenture, the Loan Agreement and the Bond Purchase Agreement.

SECTION 6. Sale of Series 2024A Bonds; Official Statement; Continuing Disclosure; Ratings and Credit Enhancement.

(a) Sale of the Series 2024A Bonds. The Series 2024A Bonds shall be awarded to the Original Purchaser. The County Executive and the County Fiscal Officer are hereby authorized to work with the Original Purchaser to determine the interest rates on and the aggregate principal amount and principal maturities and other terms of the Series 2024A Bonds in order to consummate the sale of the Series 2024A Bonds. The County Executive or the County Fiscal Officer is authorized to approve the final principal amount of the Series 2024A Bonds (provided that such principal amount shall not exceed the amount authorized in Section 3), the interest rate(s) on the Series 2024A Bonds, the dated date of the Series 2024A Bonds and a maturity schedule, all as set forth in and subject to the limitations contained in Section 4, and to determine the amount of the proceeds of the Series 2024A Bonds to be allocated to each of the appropriate funds and accounts of the Indenture. Such approval shall be evidenced by the signing of the Final Terms Certificate by the County Executive or the County Fiscal Officer that shall set forth the principal amount of and interest rates on the Series 2024A Bonds and the maturity schedule and the dated date of the Series 2024A Bonds together with any other matters required under this Resolution. The Final Terms Certificate shall be incorporated in and form a part of this Resolution.

At the time of the signing of the Final Terms Certificate, the County Executive or the County Fiscal Officer is authorized to sell the Series 2024A Bonds to the Original Purchaser at the purchase price established in the Final Terms Certificate, which purchase price shall not be less than 97% of the aggregate original offering price to the public, plus accrued interest, and in accordance with the terms and provisions of this Resolution, including the Final Terms Certificate, and the Bond Purchase Agreement. The County Executive or the County Fiscal Officer is further authorized to sign, acknowledge and deliver, in the name of and on behalf of the County, a Bond Purchase Agreement substantially in the form now on file with the Clerk. The form of Bond Purchase Agreement is approved with such changes therein that are not materially inconsistent with this Resolution and not adverse to the County and that are permitted by the Constitution of Ohio and shall be approved by the official signing the Bond Purchase Agreement. The approval of such changes, and the determination that such changes are not materially inconsistent with this Resolution and not adverse to the County, shall be conclusively evidenced by the signing and delivery of the Bond Purchase Agreement by that official. The County Executive or the County Fiscal Officer is authorized to make the necessary arrangements on behalf of the County to establish the date, location, procedure and conditions for the delivery of the Series 2024A Bonds to the Original Purchaser. That

officer is further authorized to take all actions necessary to effect due signing, authentication and delivery of the Series 2024A Bonds under the terms of this Resolution, the Bond Purchase Agreement and the Indenture.

It is determined that the parameters for the purchase price for and the terms of the Series 2024A Bonds, and the sale thereof, all as provided for in this Resolution, are in the best interest of and most advantageous for the County and in compliance with all legal requirements, as advised by Bond Counsel.

(b) Official Statement. The distribution of a preliminary Official Statement of the County relating to the original issuance of the Series 2024A Bonds is authorized and approved, and the County Executive or the County Fiscal Officer and any other official of the County are authorized and directed to complete and sign, on behalf of the County and in their official capacities, a final Official Statement, with such modifications, changes and supplements as are necessary or desirable for the purposes thereof as such officers shall approve. Such officers are authorized to use and distribute, or authorize the use and distribution of, the preliminary and the final Official Statement and any supplements thereto as so signed in connection with the original issuance of the Series 2024A Bonds, and are authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Series 2024A Bonds as the acting officer deems necessary or appropriate to protect the interests of the County. The County Executive or the County Fiscal Officer and any other official of the County are authorized to sign and deliver, on behalf of the County and in their official capacities, such certificates in connection with the accuracy of the preliminary and final Official Statement and any supplements thereto as, in their judgment, may be necessary or appropriate and to determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4).

(c) Agreement to Provide Continuing Disclosure. If deemed necessary and requested by the Original Purchaser, the County shall agree, as the only obligated person with respect to the Series 2024A Bonds under the Rule, to provide or cause to be provided such financial information and operating data, financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5) of the Rule. In order to describe and specify certain terms of the County’s continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, the County Executive or the County Fiscal Officer is authorized to sign and deliver, in the name and on behalf of the County, the Continuing Disclosure Certificate substantially in the form now on file with the Clerk, with any changes or amendments that are not inconsistent with this Resolution and not adverse to the County and that are approved by that official on behalf of the County, all of which shall be conclusively evidenced by the signing and delivery of that Certificate or amendments to it. The agreement formed, collectively, by this paragraph and that Certificate, shall be the County’s continuing

disclosure agreement for purposes of the Rule, and its performance shall be subject to the availability of funds and their annual appropriation to meet costs the County would be required to incur to perform it.

The County Executive or the County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its continuing disclosure agreement, including timely provision of information and notices. Prior to making any filing in accordance with that agreement or providing notice of the occurrence of any other events, the responsible County officer shall consult with and obtain legal advice from, as appropriate, the Director of Law and bond or other qualified independent special counsel selected by the County. That County officer, 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.

(d) Authorization for Application for Ratings or Credit Enhancement. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Series 2024A Bonds by one or more nationally recognized rating services or (ii) a policy of insurance or other credit enhancement facility from a company or companies to better assure the payment of principal of and interest on the Series 2024A Bonds is in the best interest of and financially advantageous to this County, such determination shall be set forth in the Final Terms Certificate, and the County Executive or the County Fiscal Officer is authorized to prepare and submit those applications, to provide to each such service or provider, such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating, facility or policy, except to the extent paid by the Original Purchaser, from the proceeds of the Series 2024A 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. Security for the Series 2024A Bonds; Covenant Regarding Parity Obligations.

(a) Special Obligations. The Series 2024A Bonds are special obligations of the County, and the Bond Service Charges on the Series 2024A Bonds are payable solely, first, from the Project Revenues, and second, from the Nontax Revenues, and such payment is secured by a pledge of and an assignment of the Nontax Revenues and the assignment of and grant of a security interest in the Project Revenues as provided in this Resolution and in the Loan Agreement and the Indenture. The County hereby covenants and agrees that, as provided in the Indenture, it shall appropriate in its annual appropriation measure for each Year, and shall deposit in the Nontax Revenue Account of the Bond Fund to the extent required by Section 5.05 of the Indenture, Nontax Revenues in an amount sufficient to pay all Bond Service Charges due and payable in the then current Year, less any amounts remaining in the Bond Fund after all Bond Service Charges for the prior Year have been paid. The County hereby further covenants and agrees that in the event the amount in the Nontax Revenue Account of the Bond Fund is not sufficient to pay Bond Service Charges

due and payable on the Series 2024A Bonds thirty (30) days prior to any Payment Date, the County shall, if necessary, make a supplemental appropriation for, and shall deposit in, the Nontax Revenue Account of the Bond Fund an amount sufficient to make up any such deficiency.

The payments due hereunder and under the Series 2024A Bonds are payable solely from the Project Revenues and the Nontax Revenues as defined in this Resolution, which Nontax Revenues are hereby determined by this Council to be money that is not raised by taxation. The Series 2024A Bonds do not and shall not represent or constitute a debt or pledge of the faith or credit or taxing power of the County, and the owners of the Series 2024A Bonds have no right to have taxes levied by the County for the payment of Bond Service Charges.

Nothing herein shall be construed as requiring the County to use or apply to the payment of Bond Service Charges any funds or revenues from any source other than Nontax Revenues. Nothing herein, however, shall be deemed to prohibit the County, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Resolution or of the Series 2024A Bonds, including but not limited to funds received by the County pursuant to the terms of the Loan Agreement described in paragraph (c).

(b) Covenant Regarding Parity Obligations. The County covenants that, so long as any of the Series 2024A Bonds are outstanding, it shall not issue any Parity Obligations, unless, prior to adoption of the resolution authorizing the issuance of such Parity Obligations, the County shall have certified to the Trustee that the average annual Nontax Revenues during the Coverage Computation Period, adjusted to reflect, if necessary, changes in the rates or charges resulting in the Nontax Revenues, will aggregate in amount not less than the Coverage Ratio of the highest amount of (i) Bond Service Charges and (ii) required payments on such proposed Parity Obligations and any outstanding Parity Obligations due in any succeeding Year.

(c) Loan Agreement. The Borrower has agreed in the Loan Agreement to make Loan Payments (as defined in the Loan Agreement) in amounts sufficient to pay Bond Service Charges on the Series 2024A Bonds. Loan Payments and any other funds of the Borrower or other proceeds received by or due to the County pursuant to the Loan Agreement will be deposited as Project Revenues into the appropriate account of the Bond Fund as required by the Indenture. Pursuant to the Loan Agreement, the County and Borrower further agree that if Loan Payments received by the County (or received by the Trustee, at the County's direction) are insufficient to pay Bond Service Charges on the Series 2024A Bonds, amounts due to the Borrower from the County (the "Rock Hall Payments") pursuant to the Bed Tax Agreement shall be withheld by the County. Such withheld Rock Hall Payments are not pledged to the payment of Bond Service Charges on the Series 2024A Bonds, but are hereby appropriated for such use at the discretion of the County Fiscal Officer. The County Fiscal Officer is authorized to withhold such Rock Hall Payments in accordance with the

terms of the Loan Agreement and to apply such funds as the County Fiscal Officer deems appropriate and in the best interests of the County.

SECTION 8. Covenants of the County. The County, by issuance of the Series 2024A Bonds, covenants and agrees with the Holders of the Series 2024A Bonds that:

Use of Proceeds. The County will use the proceeds of the Series 2024A Bonds for the purposes stated herein.

Segregation of Funds. The County will segregate, for accounting purposes, any funds established under the Indenture and held by the County from all other funds of the County.

Transcript of Proceedings. The Clerk, or other appropriate officer of the County, will furnish to the Original Purchaser and to the Trustee a true transcript of proceedings, certified by the Clerk or other officer, of all proceedings had with reference to the issuance of the Series 2024A Bonds together with such information from the County's records as is necessary to determine the regularity and validity of such issuance.

Further Acts. The County will, 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 2024A Bonds and any resolution authorizing the same or as may be required by the Act.

Obligations of the County. The County will observe and perform all its agreements and obligations provided for by the Series 2024A Bonds, the Indenture or this Resolution. All of the obligations under this Resolution and the Indenture are hereby established as duties specifically enjoined by law and resulting from an office, trust or station upon the County within the meaning of Section 2731.01 of the Revised Code.

SECTION 9. Federal Tax Considerations. The Series 2024A Bonds may be issued as securities the interest on which is intended to be excluded from gross income for federal income tax purposes, in accordance with the Internal Revenue Code of 1986, as amended (the "Code"). The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Series 2024A Bonds in such manner and to such extent as may be necessary so that the Series 2024A Bonds will not (a) constitute arbitrage bonds under Section 148 of the Code, or (b) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code.

The County further covenants that it will (a) take or cause to be taken such actions that may be required of it for the interest on the Series 2024A Bonds to be and to remain excluded from gross income for federal income tax purposes, (b) not take or authorize to be taken any actions that would adversely affect that exclusion and (c) ensure that persons acting for it will, among other acts of compliance, (i) apply the proceeds of the Series 2024A Bonds to the governmental purposes of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (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 Fiscal Officer, or any other officer of the County having responsibility for issuance of the Series 2024A 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 Tax-Exempt Bonds as the County is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Series 2024A 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 2024A Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Series 2024A Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Series 2024A 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 2024A Bonds.

SECTION 10. Amendment to Bed Tax Agreement. In order to effect certain necessary updates to the Bed Tax Agreement in connection with the Series 2024A Bonds, the County Executive or the County Fiscal Officer is authorized to sign and deliver, in the name and on behalf of the County, an Amendment to the Bed Tax Agreement, substantially in the form now on file with the Clerk, with any changes or amendments that are not inconsistent with this Resolution and not adverse to the County and that are approved by that official on behalf of the County, all of which shall be conclusively evidenced by the signing and delivery of that Amendment.

SECTION 11. Bond Counsel. This Council hereby retains the legal services of Tucker Ellis LLP, as Bond Counsel to the County, in connection with the authorization, sale, issuance and delivery of the Series 2024A Bonds, pursuant to the authority in Section 165.02 of the Revised Code. In providing those legal services, as an independent contractor and in an attorney-client relationship, Bond Counsel shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, or of the County, or of any other political subdivision of the State, or the execution of public trusts.

SECTION 12. Council Determinations. This Council 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 2024A 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 Series 2024A Bonds have been performed and have been met, in regular and due form as required by law, as advised by Bond Counsel; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Series 2024A Bonds.

SECTION 13. No Personal Liability. No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Bond Resolution, or in any Bond, or in the Issuer Documents, or under any judgment obtained against the County or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against any officer or employee as such, past, present, or future, of the County, either directly or through the County, or otherwise, for the payment for or to the County or any receiver thereof, or for or to any holder of any Bond, or otherwise, of any sum that may be due and unpaid by the County upon any of the Series 2024A Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such officer or employee, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the County or any receiver thereof, or for or to the owner or any holder of any Bond, or otherwise of any sum that may remain due and unpaid upon any Bond, shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the Issuer Documents and the issuance of the Series 2024A Bonds.

SECTION 14. No Debt or Tax Pledge. Anything in this Bond Resolution, the Trust Indenture, the Series 2024A Bonds or any other agreement or instrument to the contrary notwithstanding, neither this Bond Resolution, the Series 2024A Bonds, the Trust Indenture, the Loan Agreement, nor the Bond Purchase Agreement shall represent or constitute a debt or pledge of the faith and credit of or the taxing power of the County, and each Bond shall contain on the face thereof a statement to that effect and to the effect that the Series 2024A Bonds shall be paid solely from the Project Revenues received pursuant to the Loan Agreement, the Nontax Revenues or otherwise in accordance with the Trust Indenture.

SECTION 15. Severability. If any section, paragraph or provision of this Bond Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Bond Resolution.

SECTION 16. Open Meetings. This Council hereby finds and determines that all formal actions relative to the adoption of this Bond Resolution, and that all deliberations of this Council and of its committees, if any, which resulted in those formal actions were in meetings open to the public, in full compliance with the law, including Section 121.22, Ohio Revised Code.

SECTION 17. Effective Date. It is necessary that this Bond Resolution become immediately effective for the usual daily operation of the County and the reasons set forth in the preamble. Provided that this Bond Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

On a motion by _____, seconded by _____, the foregoing Resolution was duly adopted.

Yeas:

Nays:

_____	_____
County Council President	Date

_____	_____
County Executive	Date

_____	_____
Clerk of Council	Date

First Reading/Referred to Committee: May 28, 2024
 Committee(s) Assigned: Committee of the Whole

Journal _____
 _____, 2024

County Council of Cuyahoga County, Ohio

Ordinance No. O2024-0005

Sponsored by: County Executive Ronayne	An Ordinance amending Chapter 501 of the Cuyahoga County Code; and declaring the necessity that this Ordinance become immediately effective.
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WHEREAS, Chapter 501 of the County Code establishes the Contracts and Purchasing Procedures for Cuyahoga County; and,

WHEREAS, the County Council and the Board of Control are each responsible for approving various exemptions and contracts up to and between various dollar thresholds; and

WHEREAS, Chapter 501 of the County Code establishes the County Executive’s authority to direct the solicitation, purchasing, and contracting practices of the County through the appropriate departments of county government; and

WHEREAS, in the interest of effective and efficient operations, swifter approval of contracts and purchases, and increased vendor interest in working with the County, the County Executive recommends various revisions and changes to Chapter 501 of the County Code related to solicitation types and requirements, approval thresholds, and transaction types; and

WHEREAS, it is necessary that this Ordinance become immediately effective in order that critical services provided by Cuyahoga County can continue.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

SECTION 1. Chapter 501 of the Cuyahoga County Code is hereby amended as follows (deletions are ~~stricken~~, additions are **bold and underlined**):

Chapter 501: Contracts and Purchasing Procedures

Section 501.01 Home Rule Powers Asserted

A. The County expressly asserts its home rule powers with respect to all contracting and procurement matters, including, but not limited to, all competitive bidding requirements and the County’s contracting capabilities.

B. Notwithstanding any requirements or limitations of the Ohio Revised Code, Ohio Administrative Code, or any other applicable law or regulation, pursuant to the County’s

home rule powers, the County may enter into any real-estate and real-estate related transactions, and there shall be no limitations on the duration of any such transactions.

C. Notwithstanding any requirements or limitations of the Ohio Revised Code, including, but not limited to ORC 5543.19, the Ohio Administrative Code, or any other applicable law or regulation, pursuant to the County's home rule powers, the County's Department of Public Works may employ laborers and vehicles, use County employees and property, lease implements and tools, purchase materials, and do any other act as necessary in the construction, reconstruction, improvement, maintenance, or repair of roads, bridges, culverts, county property and facilities, or any other construction or property management undertaken by the County. In so doing, the Department shall obtain all requisite approvals for any contracts, purchases, change orders, or amendments from the appropriate approval authorities pursuant to the requirements of Chapter 501 of the County Code.

D. Notwithstanding any requirements or limitations of the Ohio Revised Code, Ohio Administrative Code, or any other applicable law or regulation, pursuant to the County's home rule powers, the County Executive or his/her designees may:

1. issue requests for bids, proposals, or qualifications which allow the responder to choose among two or more alternative approaches for completing the work;
2. advertise for bids or request proposals or qualifications either on-line through the County's website or through a newspaper of general circulation that serves the County, or both, with the option to supplement such advertising through the use of additional media; and
3. on or after August 1, 2011, and in accordance with any implementing legislation on alternative construction delivery systems enacted by County Council, choose among the various available construction project delivery systems, in order to achieve the best possible combination of cost, quality, time to completion, and risk control.

Section 501.02 Definitions Applicable to Chapter 501

A. Usage of the Terms. For the purposes of Chapter 501 of the County Code, ~~“Contract” and “Sale”~~:

1. “transaction” means any contract, purchase, sale, lease, grants to or from the County, loans, revenue generating agreements; and

2. “contract” and “transaction” shall not include an employment contract between the County and any regular full-time or part-time employee of the County or any contract entered into in settlement of litigation;

~~2. “sale” shall include sales of assets.~~

B. Definition of Value. For the purposes of Chapter 501 of the County Code, the value of any **transaction** ~~contract, purchase, sale, grant made by the County,~~ or loan shall be the total amount obligated, received or contracted for, even if over multiple years, but shall not include

any optional extensions. Whenever a construction or renovation project requires the execution of two or more contracts, the sum of the value of the multiple contracts required shall be used as the value for each contract, except that contracts for phases of construction or renovation project, executed before it is known whether the total project cost will exceed \$1,500,000, may be handled as a separate contract.

1. For the purposes of Chapter 501 of the County Code, the value of any lease of real estate shall be deemed to be the greater of:

a. The actual amount reflected in the lease; or

b. The fair market value of the lease as determined by the Department of Public Works, if the lease is for less than fair market value.

C. Definition of New Item. For the purposes of Chapter 501 of the County Code, a “new item” in a change order or amendment to a ~~transaction~~contract is any item not provided for in the prior version of the ~~transaction~~contract, and does not include a change in the quantity, version, style, manufacturer, or supplier of any item included in the prior version of the ~~transaction~~contract.

D. Change Orders or Amendments on Contracts. A change order or amendment to a contract may be presented in the form of a list of proposed changes, rather than submitting items individually. For the purposes of Chapter 501 of the County Code, the value of a change order or amendment submitted as a list of items shall be the greater of:

1. the net change to the value of the contract after all additions, are added and all deletions or reductions are subtracted; or
2. or the total value of all new items, as defined in Section 501.01(F) of this Section, in the change order or amendment.

~~The term “change order or amendment” shall include the use of county contingency funds.~~

Section 501.03 County Executive’s Authority

A. The County Executive, through the appropriate departments of county government acting under his/her direction or other county entities, may solicit bids, proposals, qualification statements, or any other contractual solicitation; enter into all ~~contracts~~transactions; manage ~~contracts~~transactions through their conclusion and execute all necessary documents for the administration and conclusion of ~~contracts~~transactions; accept completeness of projects; terminate ~~contracts~~transactions; release escrow funds; apply for, accept, or make grants; purchase, sell, and lease any real estate or real estate interests; accept or grant access, easements, licenses, and other rights of entry on real estate; and provide or enter into loans; ~~provided that all requirements of Chapter 501 of the County Code applicable to that action are met.~~ For actions requiring approval of the County Council or the Board of Control, such approvals shall be obtained prior to execution of the action, except as provided for under the County Executive Emergency Authority and Time Sensitive, Mission Critical Purchases.

Actions not requiring approval of the County Council or the Board of Control may be executed by the County Executive in accordance with procedures established by Chapter 501 of the County Code and the County Executive.

1. The following transactions, subject to prior appropriation of funds by Cuyahoga County Council through the budget process and regardless of value only require the approval of the County Executive:

- i. **Expert witness fees and expenses for trials, arbitrations, or other litigation;**
- ii. **Court reporters fees;**
- iii. **Court assigned counsel fees and expenses;**
- iv. **Jury duty payments;**
- v. **Poll worker payments;**
- vi. **Foster care payments;**
- vii. **Real property tax refund payments;**
- viii. **Unclaimed fund payments;**
- ix. **United States Postmaster payments and postage;**
- x. **Purchases of books and literature for the Cuyahoga County Law Library;**
- xi. **Payments to government entities for taxes, inspections, or permits; and**
- xii. **Temporary tradespeople fringe benefits payments pursuant to a collective bargaining agreement**

B. The County Executive may perform any of the functions that he or she may perform under Chapter 501 of the County Code through his or her duly authorized designees.

C. Chapter 501 of the County Code is intended to fulfill any state, federal or other requirement for a Ordinance or Ordinance granting the County Executive the authority to apply for or accept grants on behalf of the County.

D. Chapter 501 of the County Code is intended to fulfill any state, federal, or other requirement for a Ordinance or Ordinance granting the County Executive the authority to enter into a contract or perform any other act allowed by Chapter 501 of the County Code unless approval for such action is specifically required under Section 501.04 of the Code.

E. Chapter 501 is intended to fulfill any state, federal, or other requirement for a Ordinance or Ordinance of Support to apply or accept grants on behalf of the County or to enter into a contract or perform any other act allowed by this Chapter.

F. Chapter 501 shall not be construed to limit or restrict the powers, duties, and responsibilities of the County Executive as provided by the Charter or State law and the listing of any specific powers, duties, or responsibilities of the County Executive in this Chapter shall not be construed to exclude any other power, duty, or responsibility provided for the Charter or by the general law of the State of Ohio.

Section 501.04 Required Approvals

A. Items Requiring County Council Approval.

1. The following transactions and other actions shall require approval by the County Council:

~~a. All **transactions** contracts, purchases, sales, grants provided by the county, or loans provided by the county resulting in the County's expenditure of more than \$1,500,000.00. If the transaction does not have an end date, the County shall calculate the anticipated expenditures for purposes of determination of the appropriate approval authority based on a five-year term;~~

~~b. All revenue generating agreements with anticipated revenue above \$500,000.00 during the term of the agreement. If the revenue generating agreement does not have an end date, the County shall calculate the anticipated revenue for purposes of determination of the appropriate approval authority based on a five-year term;~~

~~c. Any loan in which the County, or any entity thereof, is the borrower;~~

~~d. All contracts, purchases, loans, leases, or other transactions which create an obligation that would require the appropriation of additional funds not previously authorized;~~

~~e. All purchases or sales of real estate interests for any purpose other than making or repairing roads, including bridges, for more than \$50,000.00 and all leases of real estate or real estate interests as lessor or lessee in which the value of the purchase, sale, or lease is more than \$50,000.00;~~

~~f. All purchases, sales, or leases of real estate in excess of six months other than at fair market value;~~

~~**b.g.** All transfers of cash or appropriation authority between accounts within the County budget and all appropriation changes that result in an increase or decrease in authorized appropriations;~~

~~h. Any change order or amendment to a contract that is submitted to the Board of Control and does not receive an affirmative vote of one County Council member on the Board of Control.~~

~~**c.i.** Any **transaction** other specific contract, purchase, sale, lease, grant made by the County, or loan made by the County, or any exemption, procedure, or other action within the process of completing any such **transaction** contract, purchase, sale, lease, grant made by the County, or loan made by the County for which the County Council, by Ordinance of Council, requires approval of the County Council; Any other contract, purchase, sale, lease, grant made by the County, loan made by the County, or any exemption, procedure, or other action within the process of completing any such contract, purchase, sale,~~

~~lease, grant, exemption, or loan~~ **transaction**, exemption, procedure, or other action that requires approval by the County Council pursuant to any other provision of Chapter 501 or any other provision of the County Code;

~~d.j.~~ Any other **transaction** ~~contract, purchase, sale, lease, grant made by the County, loan made by the County, or any exemption, procedure, or other action within the process of completing any such contract, purchase, sale, lease, grant, exemption, or loan~~ that does not otherwise require Council approval, but the County Executive or Board of Control determines to submit to Council for its consideration, review, and approval or denial; and

~~e.k.~~ Any other ~~contract, purchase, sale, lease, grant made by the County, loan made by the County, or any exemption, procedure, or other action within the process of completing any such contract, purchase, sale, lease, grant,~~ **transaction or** exemption ~~or loan~~ that the Council President requests its transfer or review to the County Council by written communication to the County Executive and his or her designee prior to approval.

2. Sections 501.04(A)(1)(~~e~~) and (~~f~~) ~~are~~ **is** not intended to interfere with the Executive and Director of Public Works' ability to manage the County's property, including, without limitation, granting access, easements, licenses, rights of way, or other rights of entry on the County's property and establishing the terms for such entry without seeking Council approval for such action.

3. A Ordinance approving any "Item Requiring County Council Approval" under this Section shall be deemed an administrative act of the County Council and shall therefore take effect immediately upon adoption of the Ordinance by a simple majority of County Council or signature of the County Executive, whichever is applicable. This paragraph shall not apply to any Ordinance in which County Council specifically exercises its legislative powers granted under the County Charter or general law.

B. Items Requiring Board of Control Approval.

The following transactions and other actions shall require approval by the Board of Control:

1. All **transactions** ~~contracts, purchases, sales, grants provided or by the County, or loans provided by the County~~ resulting in the County's expenditure of more than \$25,000.00 but not more than \$1,500,000.00. If the transaction does not have an end date, the County shall calculate the anticipated expenditures for purposes of determination of the appropriate approval authority based on a five-year term;

2. All purchases, sales, leases, or any other transfer of any real estate interest in an amount not more than \$1,500,000.00, except as provided in Section 501.03.

~~2. All revenue generating agreements with anticipated revenue more than \$5,000.00 but not more than \$500,000.00 during the term of the agreement. If the revenue generating agreement does not have an end date, the County shall calculate the~~

anticipated revenue for purposes of determination of the appropriate approval authority based on a five-year term;

~~3. All purchases or sales of real estate or real estate interests for more than \$5,000.00 but not more than \$50,000.00 and all leases of real estate or real estate interests as lessor or lessee in which the total value of the transaction is more than \$5,000.00 but not more than \$50,000.00;~~

~~4. Any change order or amendment resulting in the County's expenditure of more than \$5,000.00 that do not otherwise require Council approval using the definition provided in Section 501.02(D) of the County Code for contracts with a value of less than five million dollars; and~~

~~5. All purchases, including, the acquisition through settlement of eminent domain litigation, of any real estate interests for the purpose of making or repairing roads, including bridges, in excess of \$50,000.00.~~

C. All contracts, purchases, sales, grants or loans provided by the County, purchases or sales of real estate or real estate interests, leases of real estate or real estate interests as lessor or lessee, in which the total value of the transaction is more than \$10,000.00 but less than **or equal to \$25,000.00** shall be reported monthly to the Board of Control. Each transaction shall be presented to the Board of Control no later than the 15th day of the following month, and shall include a brief description, the approval or execution date, name of the contractor, and the amount of the transaction.

Section 501.05 Approval Procedures

A. Single Approval Generally Required; Exceptions.

1. Except as provided for in Sections 501.04(A)(1)(h) and (i), Section 501.4(B)(4), and Section 501.04(A) and (B) of the County Code, the approvals provided for in Section 501.04 of the County Code shall be required to enter into a **transaction contract**, lease, purchase, sale, loans made by the County, and grants made by the County, and not at other stages of the process of completing these transactions.

2. Purchases made under a requirements, supplies, or other contract under which multiple purchases are to be made, such as an office supply contract or a county printing contract, shall not require additional individualized approvals by the County Council or Board of Control so long as the contract under which the purchases are to be made is properly approved under Chapter 501 of the County Code.

B. Thresholds for Exercise of Options. Exercise of an option on a contract shall require approval of the County Council or the Board of Control if the thresholds provided for in Section 501.04(A) or (B), respectively, for approval of contracts are met.

C. Contracts with Multiple Vendors.

1. Unless an exemption is approved under Section 501.05(C)(2) herein, the values of proposed contracts to be entered pursuant to a single Request for Bids (RFB), Request

for Proposals (RFP), Request for Qualifications (RFQ), or any other contractual solicitation shall be aggregated and treated as a single contract for purposes of applying the monetary thresholds under Section 501.04 of the County Code.

2. Requests for exemption from the requirements of Section 501.05(C)(1) shall be submitted to the Board of Control, which is hereby authorized to review such requests and to approve or disapprove them.

D. Approval Thresholds for Change Orders or Amendments.

For the purposes of Chapter 501 of the County Code, a change order or amendment to a contract shall ~~not~~ be considered a separate contract transaction, and shall be subject to the requirements of Sections 501.04(A)(1)(h) and 501.04(B)(4) Contracts awarded from the same requisition shall be treated as separate contracts when being amended for purposes of applying the monetary thresholds under Chapter 501 of the County Code.

~~E. Monthly Reports on Contract changes:~~

~~During any construction or renovation project, the director of the department responsible for the project in conjunction with the project manager, or other person responsible for the project shall provide the following information monthly to the Board of Control:~~

- ~~1. A description of all changes made in the project since the previous report and the cost or savings associated with each change, and~~
- ~~2. The percentage of contingency funds used in the project up to that point and how that percentage compares with the projected use of contingency funds at that point in the project.~~

E.F. Identification of Funding Sources.

Any item submitted to the County Council or the Board of Control which includes a request for approval for the expenditure of money shall specify the funding source(s) to be used.

Section 501.06 Law Department Empowered to Authorize Minor Deviations from Approval Actions.

The Law Department may authorize minor deviations from the original approval actions of contracts, revenue generating agreements, purchases, sales, leases, grants, loans, change orders, amendments, or any other approved transactions, including, but not limited to, the identification of the vendor's name and starting and ending dates. If the Law Department approves such deviations, the Department of Purchasing shall process the contractual documents. The Law Department shall report all such approved deviations from the original approval actions ~~on a monthly basis~~ as they occur to the requisite approval authorities.

Section 501.07 Referral to Council Reserved~~A. The County Executive may refer any item to the County Council for approval that otherwise would require approval from the Board of Control.~~

Section 501.08 Emergency Contracting Authority

A. In an emergency which threatens the life, health, or property in the County, as declared and determined by the County Executive, and in which official action is needed prior to when a meeting of the County Council or the Board of Control could take place:

1. the County Executive, or their designee, is authorized to enter into contracts or leases or make purchases not to exceed \$1,500,000.00 for any one emergency event, without obtaining the approval of the County Council or the Board of Control.
2. the County Executive, or their designee, is authorized to enter into contracts or leases or make purchases in excess of \$1,500,000.00 for any one emergency event, without obtaining the approval of the County Council or the Board of Control, provided same is otherwise approved by the President of Council, or their designee.

Whenever this power is exercised, the County Executive shall immediately or as soon as practicable, send a report to County Council and post the report on the county's website, describing the nature of the emergency, the actions taken, and the estimated cost and sources of funding for the actions taken.

Section 501.09 Application for and Acceptance of Grants

A. The County Executive may apply for and accept grants on behalf of the County, and execute all agreements and any other documents in connection with same, without specific approval from the Board of Control, or the County Council, provided that any expenditures of grand funds shall be made from funds properly appropriated and any transactions ~~purchases, grants, leases, or loans made~~ using grant funds shall be done in accordance with the provisions of Chapter 501 of the Cuyahoga County Code.

B. As an exception to Section 501.09(A)(1), specific approval shall be required by the Board of Control for the County's acceptance of grants of more than \$25,000.00; or County Council for the County's acceptance of grant of more than \$1,500,00.00, when either of the following applies:

1. The County has the discretion to select from multiple potential grant sub-recipients, and the County voluntarily designates a specific sub-recipient as part of the application process; or
2. Acceptance of the grant requires a local match for which a specific appropriation has not been provided in the applicable operating budget.

Section 501.10 Purchases to be Executed by Various Departments and the Department of Purchasing

All purchases of goods and services shall be done by the Department of Purchasing, under the direction of the County Executive. The various departments may use office vouchers and procurement cards for purchases ~~not to exceed~~ **not more than** \$10,000.00. Office vouchers shall be used only for unexpected or uncommon purchases. Recurring purchases of goods and services from the same vendor, originally contemplated in the development of an agency's budget shall be paid through the use of an encumbrance voucher.

Section 501.11 Information Technology Purchases

All information technology purchases by the County, its officers, departments, offices, agencies, boards, commissions, courts, or other authorities of the County shall be coordinated with the County's Chief Information Officer and approved by him/her, in accordance with the procedures and policies established by his/her office, before being submitted for approval to the appropriate approval authority under Section 501.04 of the Cuyahoga County Chapter.

Section 501.12 Competitive Bidding Requirements and Exemptions

~~A. Except as otherwise provided in Chapter 501 of the County Code, including, but not limited to, Sections 501.12, 501.14, and 501.01(D), all contracts, purchases, or leases shall be done in accordance with the competitive bidding procedures provided for in Sections 307.86 through 307.921 of the Ohio Revised Code. If any conflict arises between the procedures, requirements, or any other terms of the Ohio Revised Code, Ohio Administrative Code, or any other law or regulation, and Chapter 501 of the County Code, the procedures, requirements, and terms of this Chapter shall prevail.~~

~~B. Competitive bidding is not required when any of the following apply:~~

- ~~1. The estimated cost is less than \$50,000.00;~~
- ~~2. The purchase is for professional services, such as architectural, legal, medical, veterinary, financial, insurance, information technology, engineering, consulting, surveying, appraisal, brokerage, or construction management services;~~
- ~~3. The purchase is made in response to an emergency as provided for in Section 501.08 of the County Code or the purchase is approved by the County Council or the Board of Control, as applicable, to be made without competitive bidding in response to an emergency;~~
- ~~4. The transaction is for the purchase, sale, lease (as lessor or lessee), conveyance, transfer, exchange, easement, right of way, license, or any other disposition or acquisition of real property or real estate interests;~~
- ~~5. The purchase is for used personal property, material, or supplies which are to be sold by the submission of written bids or at an auction open to the public;~~

6. ~~The purchase is for services, supplies, replacements or supplemental parts, for a product or equipment owned or leased by the county, and the only source of the services, supplies, replacements or parts is limited to a single supplier;~~
7. ~~The purchase is for services related to information technology, such as programming services, that are proprietary or limited to a single source;~~
8. ~~The transaction is with the federal government, a state or political subdivision thereof, a county or contracting authority thereof, a board of education, a township, a municipal corporation or a contracting authority thereof, a court, or any other one or more political subdivisions or other governmental entities, including, but not limited to, a county hospital, a regional transportation authority, a board of developmental disabilities, an alcohol, drug addiction and mental health services board, a veterans service commission, a county land reutilization corporation (land bank), a sewer district, or a port authority;~~
9. ~~The purchase is made by a county department performing the duties provided for in Section 329.04 of the Ohio Revised Code and consists of family services duties or workplace development activities;~~
10. ~~The purchase is made by a public children services agency performing the duties provided for in Section 5153.16 of the Ohio Revised Code and consists of family services, programs, or ancillary services that provide case management, prevention, or treatment services for children at risk of being or alleged to be abused, neglected, or dependent children;~~
11. ~~The purchase consists of criminal justice services, social services programs, family services, or workplace development activities from nonprofit corporations or associations under programs funded by the federal government or by state grants;~~
12. ~~The purchase is for an insurance policy, health care plan, or child care services for provision to county employees;~~
13. ~~The purchase is for goods and services provided by persons with severe disabilities and provided for in Sections 4115.31 through 4115.35 of the Ohio Revised Code;~~
14. ~~The Board of Control determines, upon its review of a request for an exemption from the requirements of competitive bidding, that the use of competitive sealed proposals would be advantageous to the county and the contracting authority complies with Section 307.862 of the Ohio Revised Code, as modified by Section 501.01(D) of this Chapter;~~
15. ~~The Board of Control determines, upon its review of a request for an exemption from the requirements of competitive bidding, that an alternative procurement process would be advantageous to the County. The request to the Board must specify the details of the proposed alternative procurement process, and the Board may approve~~

the request as presented or may impose any other changes or additional requirements as it deems appropriate.

~~16. The program, contract, or agreement is funded through a federal, state, or other grant or program and is awarded by the County to the recipient(s) pursuant to the criteria or requirements of the grant or program, such as contracts entered pursuant to the Community Development Block Grant Program, the Store Front Renovation Rebate Program, the McKinney Vento Homeless Assistance Renewal Grant, or other similar grants or programs. To be eligible for this exemption, the program's criteria and requirements for the selection of the recipients must first be approved by the Board of Control. This approval can be done singularly for the entire program without the need for individualized consideration.~~

~~17. The purchase is for any other purpose that may be done without competitive bidding pursuant to the Ohio Revised Code;~~

~~18. The purchase is made through a joint purchasing program authorized by the Ohio Revised Code, including, but not limited to, Ohio Revised Code Section 9.48; and,~~

~~19. The purchase is made through a state contract authorized by the Ohio Revised Code, including, but not limited to, Ohio Revised Code Section 125.04 and Ohio Revised Code Section 5513.01.~~

~~C. Any purchase of professional design services provided by architects, engineers, or surveyors shall be done as provided for in Sections 153.65 through 153.71 of the Ohio Revised Code. The contracting authority, however, may deviate from the requirements of Ohio Revised Code Section 153.691 if the County Executive, with the approval of the Board of Control, determines that doing so would be advantageous to the County.~~

~~D. Except in the case of contracts and purchases made under Sections 501.12(B)(8), (15), and (16) of the County Code, unless a request for an exemption is granted by the Board of Control, as presented or with any other changes or additional requirements deemed appropriate by the Board, if the County seeks to make contracts or purchases of \$250,000.00 or more other than by competitive bidding, and the contracting authority is able to identify more than one source through which the purchase could be made, the contracting agency shall:~~

~~1. Develop requests for proposals or qualifications, specifying the products or services to be purchased and the criteria that will be considered prior to making the purchase;~~

~~2. Receive responses from prospective vendors/contracting parties meeting the criteria specified in the request for proposals or qualifications by giving notice in a manner substantially similar to the procedures established for giving notice under section 307.87 of the Ohio Revised Code as modified by Section 501.01(D) of the County Code; and~~

3. The contracting authority negotiates with the prospective vendors/contracting parties to obtain a contract which best satisfies the criteria specified in the request for proposals or qualifications.

~~E. If the County seeks to make contracts or purchases greater than \$1,000 25,000.00 but less than \$50,000, the County shall solicit bids or proposals for the contract/purchase for a period of no less than eight hours on the County's web site and through a vendor email notification system that is approved by the Department of Purchasing and the Law Department. The County shall make best efforts to ensure that the posting hours take place between 5:00 a.m. and 7:00 p.m. EST. If the online process does not result in at least three bids, the County shall exercise best efforts to obtain three bids through additional solicitation efforts.~~

~~F. If the County seeks to make contracts or purchases of \$50,000 or more, and it is unable to identify more than one source and a vendor provides the County with a verified statement, subject to the penalty of perjury, certifying its sole source status, the County shall then solicit the availability of vendors for the contract/purchase. The solicitation shall be for a period of no less than 48 hours on the County's web site and through a vendor email notification system that is approved by the Department of Purchasing and the Law Department. If the posting fails to identify any additional vendor, the County may then proceed to submit the proposed purchase/contract to the appropriate approval authority as a sole source. If, however, the posting results in the identification of more than one possible vendor, the County shall only proceed with the procurement through the requisite competitive process under Chapter 501 of the Cuyahoga County Code unless the County receives an appropriate exemption in accordance with the requirements of the Code. The request for an exemption shall be made on a form established by the Department of Purchasing, and approved by the Law Department, and shall include a verified statement by the vendor, subject to the penalty of perjury, certifying the vendor's sole source status. If the sole source request is approved, the purchase or contract must still receive the requisite approval by the County Council or the Board of Control pursuant to Section 501.04 of the County Code.~~

Section 501.12 Competitive Solicitation Requirements and Exceptions

A. Definitions. As used in this Chapter 501 of the Cuyahoga County Code:

1. "Competitive Bidding" means the competitive bidding procedures provided for in Sections 307.86 through 307.921 of the Ohio Revised Code.

2. "Competitive Sealed Proposals" means the procedures provided for in Ohio Revised Code Section 307.862.

3. "Request for Qualifications: is the process by which the County shall solicit responses from potential vendors regarding their qualifications and ability to deliver specific services or goods as defined by the County in the solicitation document. This process follows the 'Competitive Sealed Proposals" process as it relates to the submission of documents, the 30-day opening period, and offering both an electronic and physical submission. Additionally, specific scores are assigned to each section of the RFQ, and

submissions are reviewed and scored in a manner that results in an award to the highest-scoring vendor or vendors.

4. “Competitive Solicitation” includes Competitive Bidding, Competitive Sealed Proposals, and Requests for Qualifications.

5. “Informal Competitive Solicitation” is the process by which the County shall solicit bids or proposals for the contract, purchase, or lease, for a period of no less than eight hours on the County’s website and through a vendor email notification system that is approved by the Department of Purchasing and the Law Department. The County shall make best efforts to ensure that the posting hours take place between 5:00 a.m. and 7:00 p.m. EST. If the online process does not result in at least three bids, the County shall exercise best efforts to obtain three bids through additional solicitation efforts.

6. “Sole Source Purchase” If the County seeks to make contracts or purchases of more than \$250,000.00, and it is unable to identify more than one source and a vendor provides the County with a verified statement, subject to the penalty of perjury, certifying its sole source status, the County shall then solicit the availability of vendors for the contract/purchase. The solicitation shall be for a period of no less than 48 hours on the County’s web site and through a vendor email notification system that is approved by the Department of Purchasing and the Law Department. If the posting fails to identify any additional vendor, the County may then proceed to submit the proposed purchase/contract to the appropriate approval authority as a sole source. If, however, the posting results in the identification of more than one possible vendor, the County shall only proceed with the procurement through the requisite competitive process under Chapter 501 of the Cuyahoga County Code.

B. The estimated value of any contract, purchase, or lease determines whether Competitive Solicitation or Informal Competitive Solicitation, is required or not.

1. Any contract, purchase, or lease with an estimated value equal to or less than \$25,000.00 does not require either Competitive Solicitation or Informal Competitive Solicitation.

2. Any contract, purchase, or lease with an estimated value greater than \$25,000.00, but less than or equal to \$250,000.00, requires Informal Competitive Solicitation, unless any of the following apply:

- i. It is for professional services, such as architectural, legal, medical, veterinary, financial, insurance, information technology, engineering, consulting, surveying, appraisal, brokerage, or construction management services;

- ii. It is for professional design services provided by architects, engineers, or surveyors shall be done as provided for in Sections 153.65 through 153.71 of the Ohio Revised Code. The contracting authority, however, may deviate from the requirements of Ohio Revised Code Section 153.691 if the County Executive, with the approval of County Council or Board of Control, determines that doing so would be advantageous to the County.
- iii. It is made in response to an emergency as provided for in Section 501.08 of the County Code or the purchase is approved by the County Council or the Board of Control, as applicable, to be made without competitive bidding in response to an emergency;
- iv. It is for the purchase, sale, lease (as lessor or lessee), conveyance, transfer, exchange, easement, right of way, license, or any other disposition or acquisition of real property or real-estate interests;
- v. It is for used personal property, material, or supplies which are to be sold by the submission of written bids or at an auction open to the public;
- vi. It is for services, supplies, replacements or supplemental parts, for a product or equipment owned or leased by the County, and the only source of the services, supplies, replacements or parts is limited to a single supplier;
- vii. It is for services that are proprietary or limited to a single source as determined by the Sole Source Purchase process;
- viii. It is with the federal government, a state or political subdivision thereof, a county or contracting authority thereof, a board of education, a township, a municipal corporation or a contracting authority thereof, a court, or any other one or more political subdivisions or other governmental entities, including, but not limited to, a county hospital, a regional transportation authority, a board of developmental disabilities, an alcohol, drug addiction and mental health services board, a veterans service commission, a county land reutilization corporation (land bank), a sewer district, or a port authority;
- ix. It is made by a county department performing the duties provided for in Section 329.04 of the Ohio Revised Code and consists of family services duties or workplace development activities;
- x. It is made by a public children services agency performing the duties provided for in Section 5153.16 of the Ohio Revised Code and consists of family services, programs, or ancillary services that provide case management, prevention, or treatment services for

- children at risk of being or alleged to be abused, neglected, or dependent children;
- xi. It consists of criminal justice services, social services programs, family services, or workforce development activities from nonprofit corporations or associations under programs funded by the federal government or by state grants;
 - xii. It is for an insurance policy, health care plan, or child care services for provision to county employees;
 - xiii. It is for goods and services provided by persons with severe disabilities and provided for in Sections 4115.31 through 4115.35 of the Ohio Revised Code;
 - xiv. The County Council or Board of Control determines that an alternative procurement process would be advantageous to the County. The request to County Council or Board of Control must specify the details of the proposed alternative procurement process, and the County Council or Board of Control may approve the request as presented or may impose any other changes or additional requirements as it deems appropriate.
 - xv. It is funded through a federal, state, or other grant or program and is awarded by the County to the recipient(s) pursuant to the criteria or requirements of the grant or program, such as contracts entered pursuant to the Community Development Block Grant Program, the Store Front Renovation Rebate Program, the McKinney Vento Homeless Assistance Renewal Grant, or other similar grants or programs;
 - xvi. It is made through a joint purchasing program authorized by the Ohio Revised Code, including, but not limited to, Ohio Revised Code Section 9:48; or the purchase is made from another party upon equivalent terms, conditions, and specifications at the same or lower price than the joint purchasing program;
 - xvii. It is made through a state contract authorized by the Ohio Revised Code, including, but not limited to, Ohio Revised Code Section 125.04 and Ohio Revised Code Section 5113.01; or
 - xviii. The County Council or Board of Control determines that an exemption from Competitive Solicitation would be advantageous to the County.
 - xix. It is for any of the following categories:
 - 1. Gongwer News Service;

2. Payments to landlords to avoid evictions by county residents;
3. Payments to banks to avoid foreclosures of county residents;
4. Court or arbitration costs;
5. Law Enforcement Automated Data Systems payments;
6. Accreditation or certification payments;
7. Greater Cleveland Regional Transit Authority tickets and passes;
8. Books and literature used by the Cuyahoga County Law Library;
9. Newspaper advertisements/public notices in publication of general circulation;
10. Application fee payments to railroad companies for bridge inspection and projects equal to or less than \$25,000.00;
11. Prisoner board and care agreements with other counties or municipalities; and
12. Any transactions listed in Section 501.03(A)(1).

3. Any contract, purchase, or lease with an estimated value greater than \$250,000.00, requires Competitive Solicitation, unless any of the exceptions listed in sub-section 501.12(B)(i) through (xix) apply.

Section 501.13 Encouragement of Diversity

In designing specifications for bids, requests for proposals, and requests for qualifications, the County ~~shall consider~~ **may** dividing **divide** requests into smaller components when doing so would create a larger pool of potential bidders without reducing the cost-effectiveness of the project.

Section 501.14 Standards for Awarding Contracts

Transactions Contracts and purchases which require competitive bidding, and are awarded in accordance with Chapter 501 of the County Code, shall be awarded to the lowest and best bidder meeting the specifications that are most advantageous to Cuyahoga County. The County reserves the right to consider all elements entering into the question of determining the lowest and best bid, including the following:

- a. whether the bidder has the appropriate experience, reputation, and workforce to perform the required work;
- b. the bidder's past performance on legal and ethical matters;

- c. whether the bidder exhibits a history of workforce stability and workplace safety, and provides workers a fair wage and fair benefits, as evidenced by payroll and employee records, for the required work, based on market conditions;
- d. whether the bidder has adhered to all conditions and requirements of the bid and specifications;
- e. the quality of the product or service provided by the bidder on previous projects;
- f. with respect to a bidder whose bid is substantially below that of the next lowest bidder, supplemental details regarding the bid and/or historical information regarding performance and costs on similar contracts to demonstrate the bidder's ability to complete the contract at the price specified;
- g. whether the bidder is able to comply with the criteria outlined in Section 501.15 of the County Code;
- h. whether the bidder's past performance has demonstrated a commitment to diversity in employment and subcontracting;
- i. maintenance costs and warranty provisions provided for in the bid;
- j. the delivery or completion date provided for in the bid;
- k. whether, with respect to work done in a construction trades, the bidder will use only construction trades personnel who were trained in a state or federally approved apprenticeship program or career technical program, or who are currently enrolled in a state or federally approved apprenticeship program or career technical program, or who have at least three years of experience in a particular trade; except that for the purposes of full inclusion and creation of entry-level opportunities, up to 10% of the construction trades personnel may be participants in pre-apprenticeship programs or otherwise have less training and experience;
- l. whether the bidder, unless otherwise agreed to in a collective bargaining agreement, makes available a minimum health care plan for those employees working on the contract, such benefits being part of the employees' regular compensation and not merely on the contract and provides a copy of the plan on request;
- m. whether the bidder, unless otherwise agreed to in a collective bargaining agreement, makes available a minimum health care plan for those employees working on the contract, such benefits being part of the employees' regular compensation and not merely on the contract and provides a copy of the plan on request;
- n. whether the bidder has had the professional license of any of its principals or employees revoked for malfeasance or misfeasance;
- o. any other requirements determined by the County to be specifically relevant to the proposed contract;
- p. on federally or state funded projects, which require the County to comply with specific federal and/or state criteria in selecting the lowest and best bid and/or bidder, the County shall

comply with the applicable federal or state mandated criteria to avoid the loss of federal or state funding for the project(s).

Transactions which arise from solicitation methods other than competitive bidding in accordance with Section 501 of the County Code, shall be awarded to the highest scoring vendor(s) based on scoring criteria clearly identified in the solicitation document.

Section 501.15 Requirements of Contractors

A. On federally or state funded projects, which require the County to comply with specific federal and/or state criteria or forms for certifications by the successful contractor(s), the County shall comply with the federal and/or state requirements to avoid the loss of federal or state funds, including the use of the federal and/or state certification forms in lieu of the County's mandated certification forms. Where possible on federally or state funded projects and on all other projects, at the time of execution of the contract, the successful contractor shall:

1. for public improvements contracts, the contractor shall be in compliance with Ohio's Drug-Free Workplace requirements as provided in Ohio Revised Code Section 153.03. All contractors shall maintain a written substance abuse policy to which its personnel are subject on the contract (the successful contractor shall provide this policy upon request);
2. for public improvement contracts, the contractor shall not have an Experience Modification Rating greater than 1.5 with respect to the Bureau of Workers Compensation risk assessment rating;
3. the contractor shall be in compliance and will remain in compliance with Federal and Ohio Equal Opportunity Employment Laws;
4. for public improvement contracts, the contractor shall pay the prevailing wage rate and comply with other provisions set forth in Sections 4115.03 through 4115.16 of the Ohio Revised Code and Sections 4101:9-4-01 through 4101:9-4-28 of the Ohio Administrative Code, including but not limited to the filing of certified payroll reports;
5. for public improvement contracts, the contractor shall not have been debarred from public contracts for prevailing wage violations or found or determined by the state to have underpaid the required prevailing wage, whether intentionally or unintentionally, even if settled subsequent to the finding, more than three times in the last ten years, provided that, when aggregating for any single project, no finding of any underpaid amount of less than \$1,000.00 shall be considered, and no single finding based upon a journeyman-to-apprenticeship ration shall be considered a violation of this provision unless as part of multiple, similar findings;
6. the contractor shall not have been penalized or debarred from any federal, state or local public contract or falsified certified payroll records, have an Adverse Determination of Wage Theft or Payroll Fraud as defined in Section 505.03(B)(4) of

this Code, or has otherwise been found, after appeals, to have violated the Fair Labor Standards Act in the past seven years, or during the contractor's entire time of doing business, if less than seven years;

7. the contractor shall not have violated any unemployment or workers compensation law during the past five years, or during the contractor's entire time of doing business, if less than five years;

8. the contractor at the time of contract award, shall not have final, unsatisfied judgments against it which in total amount to 50% or more of the contract amount.

9. the contractor shall utilize, for work performed under the contract supervisory personnel that have three or more years of experience in the specific trade and who maintain the appropriate state license(s), if any;

10. the contractor shall be properly licensed to perform all work as follows

a. if performing a trades contract, shall be licensed pursuant to Ohio Revised Code Section 4740 as a heating, ventilating, and air conditioning contractor, refrigeration contractor, electrical contractor, plumbing contractor, or hydronics contractor;

b. if performing work regulated under Section 3737.65 of the Ohio Revised Code, be certified by the State Fire Marshall; and

c. if performing work under any other trade, occupation, or profession licensed under Title 47 of the Ohio Revised Code, be licensed for that trade, occupation, or profession as provided in the Ohio Revised Code;

11. the contractor shall, if performing a trade contract pursuant to Ohio Revised Code Section 4740, not subcontract more than 25% of the labor, excluding materials, for its awarded contract, unless to subcontractors also licensed pursuant to Ohio Revised Code Section 4740 or certified by the State Fire Marshall pursuant to Ohio Revised Code Section 3737.65;

12. the contractor shall provide access as needed and allow the Agency of the Inspector General to perform the functions provided for in Section 501.21 of the County Code; and

13. the contractor shall require all of its subcontractors, at the time of execution of a subcontract, to make all of the certifications required in Section 501.15(A), except for subsections 7 and 9, of the County Code.

B. If any material breach of contractual obligations or the certifications provided for in this Section occurs during the contract performance by the contractor, the County may exercise any or all contractual remedies, including, but not limited to, contract termination for cause **or convenience.**

Section 501.16 Retention of Experts and Consultants

The County Executive may enter into contracts with experts or consultants in connection with the administration of the affairs of the County, as provided for in Article 3, Section 9, Subsection 3 of the Cuyahoga County Charter, subject to the approval process and other requirements regarding contracts provided for in Chapter 501 of the County Code and the specific notice requirement provided for in Section 501.23(D) of this Chapter.

Section 501.17 Legal Review and Approval by the Law Department

All **transactions** ~~contracts, purchases, sales, leases, grants or loans~~ must undergo legal review before being executed. Use of a standard form, approved in advance by the Law Department, for a specific type of transaction shall satisfy the requirement of this section.

Section 501.18 Appropriation, Warrant Procedures and Payment Methodology

All expenditures related to any **transaction** ~~contract, purchase, sale, lease, grant or loan~~ must be made in accordance with the appropriation and proper warrant provisions of Section 5705.41 of the Ohio Revised Code. Notwithstanding any contrary requirements of the Ohio Revised Code and without regard to the transaction's dollar amount, provided that any prerequisite approvals are obtained pursuant to this Chapter, the County shall be free to utilize any payment methodology approved by the Fiscal Officer, including, but not limited to, the use of credit cards, electronic transfers, p-cards, and vouchers.

In any case in which a **transaction** ~~contract~~ is entered upon a per unit basis, the head of the department, board, or commission for the benefit of which the contract is made shall make an estimate of the total amount to become due upon such contract, which estimate shall be certified in writing to the Fiscal Officer. Such contract may be entered into if the appropriation covers such estimate, or so much thereof, as may be due during the current year. In such a case, the certificate of the Fiscal Officer based upon the estimate shall be a sufficient compliance with the law requiring a certificate.

Section 501.19 Registration, Ethics Training, and Certification

A. No **transaction** ~~contract~~ shall be entered into unless all the provisions of State and County laws related to ethics policy have been met.

B. Registration.

Except as provided in Subsection (B), every contractor whose annual aggregate amount of contracting with the County exceeds ten thousand dollars (\$10,000) shall register with the Inspector General prior to doing business with the County. Registration shall take place prior to entering any contract that would bring a Contractor's annual aggregate amount above ten thousand dollars (\$10,000). Contractors shall re-register every four (4) calendar years. Every

registered contractor shall pay a registration filing fee of one hundred dollars (\$100.00). Contractors shall be responsible for keeping track of their annual aggregate amount of contracting with the County. Each registered contractor must provide to the Inspector General the contractor's corporate name, federal tax identification number, address, names of the contractor's principals, and any other information as may be required by the Inspector General, unless such information is explicitly exempt from disclosure by this Code or general law. Fees collected pursuant to this section shall support the Inspector General's cost of administering the contractor and lobbyist registries.

C. Ethics Training and Certification.

1. Every contractor whose annual aggregate amount of contracting with the County exceeds ten thousand dollars (\$10,000) shall complete an ethics training program, including information regarding wage theft laws, prescribed by the Inspector General prior to doing business with the County. The Department of Consumer Affairs shall partner with Ohio Means Jobs and/or any successor organization to inform county residents of their workplace rights under federal, state, and local law.
2. Upon successful completion of any ethics training program, contractors shall acknowledge, electronically or in writing, that they have received, read, understood, and agree to abide by the County ethics policy, including the provisions of this Title, Ohio Revised Code Chapter 102 and Ohio Revised Code Sections 2921.42 and 2921.43.
3. Ethics training certification shall expire on December 31 of the respective year that is four (4) calendar years following the date of the ethics training. A contractor may only renew its ethics training certification by completing a subsequent ethics training program prescribed by the Inspector General. Any contractor who fails to renew its ethics training certification shall be removed from the registry of approved contractors.

D. No approval authority shall award a contractor to any contractor who fails to comply with the requirements of this Section.

E. Notwithstanding paragraphs (A) and (C), the following entities shall not be mandated to comply with the requirements of this Section and shall not be required to pay the registration filing fee:

1. Political subdivisions, public utilities, and other governmental entities.
2. Persons or entities that receive either direct payments or reimbursements from the County for the emergency purchase of items required to serve basic needs, including, but not limited to, temporary foster care providers and grocery or department stores that accept vouchers for basic needs.
3. Court reporters or expert witnesses in connection with civil litigation or criminal prosecution.

4. Persons or entities that receive County funds through a County-sponsored rebate program, including, but not limited to, the County Storefront Renovation Rebate Program.

5. Accrediting bodies.

F. The Inspector General may, on his or her own initiative or upon request, grant exemptions from the registration and/or training requirements of this Section with the approval of the Board of Control. Requests for exemptions shall be submitted to the Inspector General. Should either the Inspector General or the Board of Control deny an exemption request, the aggrieved party may appeal the decision to the full Council.

Section 501.20 Unlawful Interest in a Public Contract

Any contract entered into in violation of Ohio Revised Code Section 2921.42(H) and/or related provisions of the County Code concerning unlawful personal interest in a public contract shall be void and unenforceable **at the sole discretion of the County.**

Section 501.21 Inspector General's Authority

The Inspector General shall have the power to audit, investigate, inspect and review the operations, activities, and performance of the contracting and procurement processes of Cuyahoga County government in order to detect corruption and fraud and ensure compliance with the County Code and state and county ethics laws relating to contracting and procurement. Areas within the purview of such power shall include the following:

1. the establishment of bid specifications;
2. bid submittals;
3. activities of contractors, including their departments, agents, and employees that specifically relate to performance on a contract with the county; and
4. relevant activities of public officials and employees of the county.

Provided that, in the reasonable judgment of the Inspector General's agency, doing so does not jeopardize any existing or anticipated investigation, the Inspector General's agency shall promptly report any wrongdoing to the County Executive, the County Council, Director of Public Works, the Director of Purchasing, the Director of Law, the Prosecuting Attorney, and other appropriate officials, as needed, to ensure that proper action is taken in response to its findings.

Section 501.22 Purchasing Policy and Procedure Manual

The County Executive shall promulgate regulations to be implemented by the Department of Purchasing governing purchasing and contracting policies and procedures. The regulations shall be adopted in accordance with Chapter 113 of the County Code.

Section 501.23 Notification Requirements

A. Procurement Database.

The County Executive shall develop, maintain, and post on the county's website a procurement database, ~~which shall include two separate parts~~, which shall contain descriptions of:

1. all executed contracts, purchases, and sales, other than real estate transactions, for \$1,000.00 or more; and
2. all executed purchases, sales, leases (as either lessor or lessee) of real estate. The database shall be searchable by purpose, vendor, purchaser, dollar amount, funding source, department, transaction date, and other relevant factors.

B. Grants and Loans Database.

The County Executive shall develop, maintain, and post on the county's website a grants and loans database, which shall include two separate parts, which shall contain descriptions of:

1. all grants and loans received, searchable by purpose, funding source, department, date of receipt, length of term, and other relevant factors; and
2. all grants and loans provided, searchable by purpose, recipient, funding source, department, date provided, and other relevant factors.

C. Pending Transactions Database.

The County Executive shall develop, maintain, and post on the county's website on a pending transactions database, which shall include four separate parts, describing all pending transactions of \$50,000.00 or more which have been initiated by formal, public action but not yet completed, as follows:

1. contracts, purchases, and sales, other than real estate transactions,
2. real estate transactions,
3. grants and loans to be received, and
4. grants and loans to be provided.

The database shall provide a log of date and event for each major step in the process for each transaction and shall be searchable by purpose, department, date of initiation, funding source, and other relevant factors.

D. Special Procurement Events Database.

The County Executive shall develop, maintain and post on the county's website a special procurement events database, which shall include two parts, as follows:

1. Any time that the County Executive initiates formal, public action to contract for goods or services that are substantially different from goods or services that the county currently contracts for or has contracted for within the last three years. Contracting to achieve the same purpose using improved technology shall not require notice under this subsection unless the new technology is sufficiently different so as to constitute an entirely new product; and
2. Any time that the County Executive initiates formal public action to contract for the services of experts or consultants as provided for in Article 3, Section 9, Subsection 3 of the Charter.

The County Executive shall promptly send specific notice to the County Council whenever any of these events occur.

E. Notification to County Councilperson.

Whenever the County Executive initiates the formal, public action for a contract, purchase, sale, lease, grant, or loan with an expected value of \$25,000.00 or more that is located in or primarily affects a particular County Council District, the County Executive shall provide written notification to the Councilperson from that district.

~~F. Historical Information not Required in Databases.~~

~~The databases provided for in Sections 501.23(A) and 501.23(B) of this Chapter shall be required to include only transactions executed on or after the initiation date of each part of these databases. The databases provided for in Sections 501.23(C) and 501.23(D) shall not be required to include only transactions initiated by formal, public action on or after the initiation date of each part of these databases.~~

FG. Exclusion of Confidential Information.

Notwithstanding any other provisions of this Chapter, the databases provided for in Sections 501.23(A), (B), (C), and (D) of this Chapter shall not include any information required to be kept confidential by federal or state law or federal or state administrative rule may exclude any other information that is not a public record according to Section 149.43 of the Ohio Revised Code.

GH. Notice of Executed Contracts, Purchases and Sales.

On or about the 5th calendar day prior to each regular meeting of County Council, the Executive shall provide the County Council a list of all contracts, purchases or sales executed and all grants or loans made or received for more than \$50,000.00 since the previous list was provided. Any change or amendment in which the total additions exceed \$50,000.00 shall also be included. Provided that all other requirements of this Chapter have been met, this list does not need to be provided prior to the transactions being executed.

SECTION 2. It is necessary that this Ordinance become immediately effective for the usual daily operation of the County and the reasons set forth in the preamble. Provided that this Ordinance receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

SECTION 3. It is found and determined that all formal actions of this Council relating to the adoption of this Ordinance were adopted in an open meeting of the Council, and that all deliberations of this Council and 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 of the Ohio Revised Code.

On a motion by _____, seconded by _____, the foregoing Ordinance was duly adopted.

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: April 23, 2024

Committee(s) Assigned: Committee of the Whole

Journal _____
_____, 20____