



Cuyahoga County Council – Procedures for Public Comment at Council and Committee Meetings

- Requests to speak must be submitted in writing **prior** to the scheduled meeting start time on the Request Form provided by the Clerk immediately prior to each meeting.*
- Request Forms must be submitted in-person and may not be submitted on behalf of others (one per person).
- A maximum of thirty speakers will be selected at random during the public comment section at each meeting.
- Each speaker will receive two minutes to address the council or committee. A bell will ring to signal that speaking time has ended. Speakers may not yield their time to others.
- In lieu of verbal public comment, written testimony may be submitted to Council or the applicable committee through the Clerk of Council at CouncilPublicComment@cuyahogacounty.us prior to the adjournment of each meeting.
- The Council and committee meeting schedule can be found [on the Council website](#).

** Council chambers will open to the public 30 minutes prior to the scheduled meeting start time.*



CUYAHOGA COUNTY COUNCIL

COMMITTEE OF THE WHOLE

CUYAHOGA COUNTY ADMINISTRATIVE HEADQUARTERS

4th FLOOR

MEETING AGENDA

TUESDAY, APRIL 28, 2026 — 2:00 P.M.

1. CALL TO ORDER

2. ROLL CALL

3. PUBLIC COMMENT

4. MATTERS REFERRED TO COMMITTEE

- a) R2026-0094: A Resolution authorizing the issuance of bonds in the amount of not to exceed \$984,540,000 for the purposes of costs of capital projects for County corrections center facilities, which shall include the cost of acquiring, including acquiring land and interests in land, constructing, reconstructing, rehabilitating, remodeling, renovating, enlarging, improving, furnishing, and equipping facilities, with related site improvements and appurtenances thereto; authorizing the signing and delivery of a purchase agreement relating to the sale of the bonds and related agreements and certificates; authorizing and approving related matters; and declaring the necessity that this Resolution become immediately effective.
- b) R2026-0095: A Resolution authorizing a revenue generating agreement with City of Euclid at a per diem rate of \$234.00 through 12/31/2026 and then increasing to \$257.00 through the remainder of the contract term for inmate housing services in the total anticipated amount of \$1,900,000.00 for the period 5/1/2026 – 12/31/2027; authorizing the County Executive to execute Contract No. 5761 and all other documents consistent with said agreement and this Resolution; and declaring the necessity that this Resolution become immediately effective.
- c) R2026-0110: A Resolution authorizing an amendment to Contract No. 4263 with the Gilbane Building Company dated April 23, 2024, for additional funds in the amount not to exceed \$752,353,406.00, to establish a guaranteed maximum price in the amount not to exceed \$806,314,787.00, for a total contract value of \$810,706,406.00 for design-build services for the County Central Services Campus, to include the County corrections center and the offices of the County Sheriff, effective upon signature of all parties; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.
- d) R2026-0111: A Resolution authorizing the issuance of bonds in the amount not to exceed \$73,225,000 to provide funds to pay the costs of remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving the facilities of the Cuyahoga County Court of

Common Pleas, General Division, with related site improvements and appurtenances thereto; authorizing the signing and delivery of a purchase agreement relating to the sale of the bonds and related agreements and certificates; and declaring the necessity that this Resolution become immediately effective.

5. EXECUTIVE SESSION

- a) 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. Download the [Metropolis smartphone app](#) and create an account to have parking validated at meetings. Please scan the QR code posted in Council Chambers to input your license plate information for parking to be validated by Metropolis, a non-County entity. You will be responsible for the cost of parking if you are unable to utilize this online parking service.*

***Meeting rooms are equipped with a hearing assistance system. If needed, please see the Clerk to obtain a receiver.*

County Council of Cuyahoga County, Ohio

Resolution No. R2026-0094

<p>Sponsored by: County Executive Ronayne, Fiscal Officer, Director of Public Works</p>	<p>A Resolution authorizing the issuance of bonds in the amount of not to exceed \$984,540,000 for the purposes of costs of capital projects for County corrections center facilities, which shall include the cost of acquiring, including acquiring land and interests in land, constructing, reconstructing, rehabilitating, remodeling, renovating, enlarging, improving, furnishing, and equipping facilities, with related site improvements and appurtenances thereto; authorizing the signing and delivery of a purchase agreement relating to the sale of the bonds and related agreements and certificates; authorizing and approving related matters; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County Council (the “Council”) of the County of Cuyahoga, Ohio (the “County”) has issued notes dated June 5, 2025, in the aggregate principal amount of \$41,500,000, which will mature on June 4, 2026 (the “2025 Notes”), in anticipation of the issuance of bonds described herein; and

WHEREAS, the County Fiscal Officer of the County (the “County Fiscal Officer”) has certified to this Council that the estimated life of the improvements described in the title of this Resolution (the “Project”) that are to be financed with the proceeds of the bonds described herein exceeds five years and the maximum maturity of the bonds is 38 years; and

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$984,540,000 of such bonds for the Project and to retire the 2025 Notes under authority of the general laws of the State of Ohio, including Ohio Revised Code (“Revised Code”) Chapter 133; 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 to timely retire the 2025 Notes at their

maturity and thereby preserve its credit and further to pay additional costs of the Project.

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

Section 1. Issuance of Bonds. It is hereby declared necessary to issue bonds (the “Bonds”) of the County for the purpose described in the title of this Resolution in the principal sum of not to exceed \$984,540,000 or such lesser amount as shall be determined by the County Fiscal Officer and certified to this Council for the purpose of retiring the 2025 Notes and paying the costs of the Project. The Bonds may be issued in one or more series.

Section 2. Combining Bonds for Purposes of Issuance and Sale. It is hereby determined that, for the purposes of issuance and sale, it may be in the best interest of the County to combine the Bonds with other limited tax general obligation bonds of the County authorized by separate resolution of this Council. The Bonds and such other bonds shall be jointly referred to herein as the “Combined Bonds.” As used in this Resolution, the term “Bonds” shall also mean the Combined Bonds, where appropriate. The Combined Bonds shall be designated the “County of Cuyahoga, Ohio, Capital Facilities Bonds, Series 2026,” or as otherwise provided in the Certificate of Fiscal Officer defined in Section 4 hereof.

Section 3. Terms of Bonds. The Bonds shall be issued as fully registered bonds, in such denominations as shall be determined by the County Fiscal Officer, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered consecutively from R-1 upward, as determined by the County Fiscal Officer; shall be dated the date determined by the County Fiscal Officer and set forth in the Certificate of Fiscal Officer provided for hereinbelow; and shall bear interest, payable semiannually on such dates as shall be determined by the County Fiscal Officer and set forth in the Certificate of Fiscal Officer, until the principal sum is paid or provision has been duly made therefor. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months.

Section 4. Certificate of Fiscal Officer Relating to Terms of Bonds. The County Fiscal Officer is hereby authorized to execute on behalf of the County a Certificate of Fiscal Officer Relating to Terms of the Bonds (the “Certificate of Fiscal Officer”) setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the County Fiscal Officer. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the dates on which interest on the Bonds is to be paid (the “Interest Payment Date”), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not exceed 38 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate

shall not exceed 6.50% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the County Fiscal Officer shall deem appropriate.

Section 5. Redemption Provisions of the Bonds. The Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Bonds of the same maturity will take place, the Bonds to be redeemed by optional redemption shall be selected by the Bond Registrar (as defined hereinbelow) prior to the selection of the Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof unless otherwise determined by the County Fiscal Officer.

Any notice of the call for redemption of Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. From and after the specified redemption date, interest on the Bonds (or portions thereof) called for redemption shall cease to accrue. Such notice shall be sent by first class mail at least 30 days prior to the redemption date to each registered holder of the Bonds to be redeemed at the address shown in the Bond Register (as defined herein) on the 15th day preceding the date of mailing. Failure to receive such notice or any defect therein shall not affect the validity of the proceedings for the redemption of any Bond.

Section 6. Debt Service Levy. There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium,

if any, and interest on and principal of the Bonds when and as the same falls due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the County shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 7. Sale of the Bonds; Use of Proceeds. The Bonds shall be sold to the purchasers named in the Certificate of Fiscal Officer (together, the “Original Purchaser”) at the purchase price set forth in the Certificate of Fiscal Officer, plus interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The County Executive and County Fiscal Officer, or either of them individually, are authorized to execute on behalf of the County, a bond purchase agreement with the Original Purchaser, setting forth the conditions under which the Bonds are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the County Fiscal Officer and Law Director shall determine.

The proceeds of such sale, except any accrued interest or premium thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from the sale of the Bonds shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds, or other obligations of the County, as permitted by law. Any premium received from the sale of the Bonds may be used to pay the financing costs of the Bonds within the meaning of Revised Code Section 133.01(K) or be deposited into the bond retirement fund in the manner provided by law.

Section 8. Form and Execution of the Bonds. The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution; and shall be executed by the County Executive and County Fiscal Officer, in their official capacities, provided that any and all of such signatures may be a facsimile. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as printed on the Bond, is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the County Fiscal Officer on behalf of the County. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds.

Section 9. Payment of the Bonds. The principal of and interest on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the

designated office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered, on the Bond Register at the address appearing therein, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day).

Any interest on any Bond which is payable, but is not punctually paid or provided for, on any Interest Payment Date (herein called "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Record Date by virtue of having been such owner and such Defaulted Interest shall be paid to the registered owner in whose name the Bond is registered at the close of business on a date (the "Special Record Date") to be fixed by the Bond Registrar, such Special Record Date to be not more than 15 nor less than 10 days prior to the date of proposed payment. The Bond Registrar shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each Bondholder, at such Bondholder's address as it appears in the Bond Register, not less than 10 days prior to such Special Record Date, and may, in its discretion, cause a similar notice to be published once in a newspaper in each place where Bonds are payable, but such publication shall not be a condition precedent to the establishment of such Special Record Date.

Subject to the foregoing provisions of this Section, each Bond delivered by the Bond Registrar (as defined herein) upon transfer of or in exchange for or in lieu of any other Bond shall carry the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond.

Section 10. Appointment of Bond Registrar. The County Fiscal Officer and County Executive, or each of them individually, are hereby authorized to execute on behalf of the County such agreements with such bank or other appropriate financial institution as shall be acceptable to the County Fiscal Officer, pursuant to which such bank or financial institution shall agree to serve as authenticating agent, bond registrar, transfer agent, disbursement agent, and paying agent (collectively, the "Bond Registrar") for the Bonds. Interest shall be payable by wire, check or draft mailed to the registered owner hereof. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the County Fiscal Officer in such officer's discretion shall determine that it would be in the best interest of the County for such functions to be performed by another party, the County Fiscal Officer may, and is hereby authorized to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services, to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar shall promptly advise all bondholders of the change in identity and new address of the Bond Registrar. So long as any of the Bonds

remain outstanding, the County shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the "Bond Register"). Subject to the provisions of this Resolution, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any Bond shall be made only to or upon the order of that person. Neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

Any Bond, upon presentation and surrender at the office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar, may be exchanged for Bonds of the same form and of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

The County and the Bond Registrar shall not be required to transfer or exchange (i) any Bond during a period beginning at the opening of business 15 days before the day of mailing of a notice of redemption of Bonds, and ending at the close of business on the day of such mailing, or (ii) any Bonds selected for redemption, in whole or in part, following the date of such mailing.

In all cases in which Bonds are exchanged or transferred hereunder, the County shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the County, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 11. Book-Entry System. For purposes of this Resolution, the following terms shall have the following meanings:

“Book-entry form” or “book-entry system” means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book-entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds “immobilized” in the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Bonds.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book-entry form shall be shown by book-entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book-entry; and (v) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

The Bond Registrar may, with the approval of the County, enter into an agreement with the beneficial owner or registered owner of any Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Bond or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Resolution, without prior presentation or surrender of the Bond, upon any conditions which shall be satisfactory to the Bond Registrar and the County. That payment in any event shall be made to the person who is the registered owner of that Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Bond Registrar shall furnish a copy of each of those agreements, certified to be correct by the Bond Registrar, to other paying agents for Bonds and to the County. Any payment of principal or interest pursuant

to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

If requested by a Depository, the County Executive is authorized to execute, acknowledge and deliver, in the name of and on behalf of the County, an agreement among the County, the Bond Registrar and such Depository to be delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The County may decide to discontinue use of the book-entry system through the Depository. In that event, physical Bond certificates will be printed and delivered to the Depository.

If any Depository determines not to continue to act as the Depository for the Bonds for use in a book-entry system, the County and the Bond Registrar may attempt to establish a securities depository/book-entry relationship with another qualified Depository under this Resolution. If the County and the Bond Registrar do not or are unable to do so, the County and the Bond Registrar, after the Bond Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Bonds from the Depository and authenticate and deliver bond certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing and delivering definitive Bonds), if the event is not the result of action or inaction by the County or the Bond Registrar, of those persons requesting such issuance.

Section 12. Federal Tax Law Compliance. The County Fiscal Officer may determine to issue all or any series or portion of the Bonds as obligations that interest thereon is excluded from the bondholders' gross income for federal income tax purposes, and the following provisions of this Section shall apply to such Bonds (or series or portions thereof):

The County hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The County further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

The County Fiscal Officer or any other officer of the County having responsibility for the issuance of Bonds, are each hereby authorized and directed (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as permitted or required to be made or given under the federal income tax laws, for the purpose of assuring,

enhancing or protecting favorable tax treatment or the status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing any rebate amount or any payment of penalties, or making any payments of special amounts in lieu of making computations to determine, or paying, any excess earnings as rebate, or obviating those amounts or payments, as determined by the County Fiscal Officer, which action shall be in writing and signed by the County Fiscal Officer or any other officer of the County, on behalf of the County; (b) to take any and all actions, make or obtain calculations, 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 Bonds; and (c) to give an appropriate certificate on behalf of the County, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the County pertaining to Section 148 and the Regulations, and the representations, warranties and covenants of the County regarding compliance by the County with Sections 141 through 150 of the Code and the Regulations.

The County Fiscal Officer shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the County to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of Bond proceeds which may be invested on an unrestricted yield or requires the County to rebate arbitrage profits to the United States Department of the Treasury. The County Fiscal Officer is hereby authorized to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Section 13. Municipal Bond Insurance. The County Executive and County Fiscal Officer, or each of them individually, are authorized to make appropriate arrangements, if the County Executive or County Fiscal Officer deems it in the best interest of the County, for the issuance of a municipal bond insurance policy with respect to all or any portion or series of the Bonds, including executing and delivering a commitment therefor and certificates and other documents in connection therewith and paying the bond insurance premium related thereto. All additional provisions required to be authorized by this Council for the issuance of a municipal bond insurance policy shall be contained in the Certificate of Fiscal Officer.

Section 14. Official Statement. The distribution of an Official Statement of the County, in preliminary and final form, relating to the original issuance of the Bonds is authorized if the County Fiscal Officer determines that it is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Bonds. If the County Fiscal Officer so determines, then the County Executive and County Fiscal Officer, or any of them individually, are each hereby authorized to negotiate, prepare and execute, on behalf of the County and in their official capacity, the Official Statement and any supplements thereto

as so executed in connection with the original issuance of the Bonds, and they are authorized 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 Bonds as they deem necessary or appropriate to protect the interests of the County. The County Executive and the County Fiscal Officer are each authorized to execute and deliver, on behalf of the County and in their official capacities, such certificates in connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

Section 15. Obtaining Rating for the Bonds. The obtaining or updating of a rating or ratings on the Bonds is hereby authorized if the County Fiscal Officer determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the County Fiscal Officer so determines, then the County Fiscal Officer and any officer of this Council are hereby authorized to take all steps necessary to obtain such rating or ratings, including paying the rating fees imposed by any rating agency and paying any travel expenses relating to obtaining such rating or ratings.

Section 16. Transcript of Proceedings; Execution of Additional Documents. The officer having charge of the minutes of this Council and any other officers of this Council, or any of them individually, are hereby authorized to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of this Council relating to the power and authority of the County to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Clerk of the Council and a no-litigation certificate of the County Executive, the County Fiscal Officer and Law Director, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The County Executive and the County Fiscal Officer are hereby authorized to take such action (including, but not limited to, hiring such professionals and consultants as may be needed to facilitate the issuance of the Bonds) and to execute and deliver, on behalf of the County, such additional instruments, agreements, certificates, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution.

Section 17. Appointment of Bond Counsel and Municipal Advisor. The Council hereby approves the appointments of the law firm of Bricker Graydon Wyatt LLP to serve as Bond Counsel and Stifel, Nicolaus & Company, Incorporated to serve as a municipal advisor to the County with respect to the issuance of the Bonds. The respective fees to be paid to such firms shall be subject to review and approval by the County Fiscal Officer and shall not exceed the fees customarily charged for such services.

Section 18. Satisfaction of Conditions for Bond Issuance. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have happened, been done and been performed in regular and due form as required by law; that the full faith, credit, general taxing power of the County and revenues of the County are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 19. Filing of Bond Resolution. The Clerk of the Council is hereby directed to forward a certified copy of this Resolution to the County Fiscal Officer.

Section 20. Compliance with Open Meeting Requirements. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution 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.

Section 21. Effective Date. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety in the County; and any additional reasons set forth in the preamble. Provided that this 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:

Committee(s) Assigned:

Journal _____

_____, 2026

County Council of Cuyahoga County, Ohio
Resolution No. R2026-0095

Sponsored by: County Executive Ronayne/Sheriff's Department	A Resolution authorizing a revenue generating agreement with City of Euclid at a per diem rate of \$234.00 through 12/31/2026 and then increasing to \$257.00 through the remainder of the contract term for inmate housing services in the total anticipated amount of \$1,900,000.00 for the period 5/1/2026 – 12/31/2027; authorizing the County Executive to execute Contract No. 5761 and all other documents consistent with said agreement and this Resolution; and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the County Executive/Sheriff's Department recommends a revenue generating agreement with City of Euclid at a per diem rate of \$234.00 through 12/31/2026 and then increasing to \$257.00 through the remainder of the contract term for inmate housing services in the total anticipated amount of \$1,900,000.00 for the period 5/1/2026 – 12/31/2027; and

WHEREAS, the primary goal of this project is jail regionalization; and

WHEREAS, this is a revenue generating agreement; and

WHEREAS, it is necessary that this Resolution 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. That the Cuyahoga County Council hereby authorizes a revenue generating agreement with City of Euclid at a per diem rate of \$234.00 through 12/31/2026 and then increasing to \$257.00 through the remainder of the contract term for inmate housing services in the total anticipated amount of \$1,900,000.00 for the period 5/1/2026 – 12/31/2027.

SECTION 2. That the County Executive is authorized to execute Contract No. 5761 and all documents consistent with said agreement and this Resolution.

SECTION 3. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety in the County; and any additional reasons set forth in the preamble. Provided that this 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.

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution 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 Resolution was duly adopted.

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: March 24, 2026
Committee(s) Assigned: Committee of the Whole

Journal _____
_____, 20__

PURCHASE-RELATED TRANSACTIONS

Title CITY OF EUCLID PRISONER BOARD AND CARE						
Department or Agency Name			SHERIFF'S			
Requested Action			<input checked="" type="checkbox"/> Contract <input checked="" type="checkbox"/> Agreement <input type="checkbox"/> Lease <input type="checkbox"/> Amendment <input type="checkbox"/> Revenue Generating <input type="checkbox"/> Purchase Order <input type="checkbox"/> Other (please specify):			
Original (O)/ Amendment (A-#)	Contract No. (If PO, list PO#)	Vendor Name	Time Period	Amount	Date BOC/Cou ncil Approved	Approval No.
O	5761	CITY OF EUCLID	5/1/2026 – 12/31/2027	REVENUE GENERATING	CURRENT ITEM	

Service/Item Description (include quantity if applicable). When submitting an amendment, address any changes to the time period of the agreement, reduction or addition of funds, changes to the existing scope of services, changes to service rates/costs, and retroactive applicability of the changes, if any.

The Sheriff's Department is requesting approval of a new revenue-generating prisoner board and care agreement with Euclid.

Indicate whether: New service/purchase Existing service/purchase Replacement for an existing service/purchase (provide details in Service/Item Description section above)

Estimated revenue \$1,900,000.00

For purchases of furniture, computers, vehicles: Additional Replacement
 Age of items being replaced: _____ How will replaced items be disposed of _____

Project Goals, Outcomes or Purpose (list 3):
 The primary goal of the project is jail regionalization.

In the boxes below, list Vendor/Contractor, etc. Name, Street Address, City, State and Zip Code. Beside each vendor/contractor, etc. provide owner, executive director, other (specify). If there are multiple vendors copy this table and complete for each vendor.

Vendor Name and address:	Owner, executive director, other (specify):
City of Euclid 585 E 222 nd St Euclid, Ohio 44123	Patrick Cooney, Law director
Vendor Council District:	Project Council District:
If applicable provide the full address or list the municipality(ies) impacted by the project.	

COMPETITIVE PROCUREMENT	NON-COMPETITIVE PROCUREMENT
RQ# _____ <input type="checkbox"/> RFB <input type="checkbox"/> RFP <input type="checkbox"/> RFQ	Provide a short summary for not using competitive bid process.

<input type="checkbox"/> Informal <input type="checkbox"/> Formal Closing Date:	This is an existing revenue generating agreement with a local municipality and cannot be competitively bid out. *See Justification for additional information.
The total value of the solicitation:	<input type="checkbox"/> Exemption
Number of Solicitations (sent/received) /	<input type="checkbox"/> State Contract, list STS number and expiration date <input type="checkbox"/> Government Coop (Joint Purchasing Program/GSA), list number and expiration date
Participation/Goals (%): () DBE () SBE () MBE () WBE. Were goals met by awarded vendor per DEI tab sheet review? <input type="checkbox"/> Yes <input type="checkbox"/> No, please explain. If no, has this gone to the Administrative Reconsideration Panel? If so, what was the outcome?	<input type="checkbox"/> Sole Source <input type="checkbox"/> Public Notice posted by Department of Purchasing. Enter # of additional responses received from posting ().
Recommended Vendor was low bidder: <input type="checkbox"/> Yes <input type="checkbox"/> No, please explain:	<input type="checkbox"/> Government Purchase <input type="checkbox"/> Alternative Procurement Process
How did pricing compare among bids received?	<input type="checkbox"/> Contract Amendment - (list original procurement) <input checked="" type="checkbox"/> Other Procurement Method, please describe: Revenue Generating

Is Purchase/Services technology related No Yes If yes, list date of TAC approval and answer the questions below.

List date of TAC approval	Date:
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Check if item on IT Standard List of approved purchase and provide date of TAC approval.
 Check if item is ERP related? No Yes.

Are the purchases compatible with the new ERP system? Yes No, please explain.

FUNDING SOURCE: Please provide the complete, proper name of each funding source (No acronyms). Include % for each funding source listed.

Revenue Generating \$1,900,000.00

Is funding for this included in the approved budget? Yes No (if "no" please explain): Revenue Generating

List all Accounting Unit(s) upon which funds will be drawn and amounts if more than one accounting unit.

Payment Schedule: Invoiced Monthly Quarterly One-time Other (please explain):

Provide status of project.

Is contract/purchase late No Yes, In the fields below provide reason for late and timeline of late submission

Reason: Signed agreement from vendor still being processed on their end.

Timeline

Project/Procurement Start Date (date your team started working on this item):	3/5/26
Date documents were requested from vendor:	3/5/26
Date of insurance approval from risk manager:	3/5/26
Date Department of Law approved Contract:	3/5/26

Detail any issues that arose during processing in Infor, such as the item being disapproved and requiring correction: N/A

If late, have services begun? No Yes (if yes, please explain) Signed agreement not received until

Have payments been made? No Yes (if yes, please explain)

HISTORY (see instructions):

Prior Original (O) and subsequent Amendments (A-#)	Contract No. (If PO, list PO#)	Vendor Name	Time Period	Amount	Date BOC/Council Approved	Approval No.
O	20000364	CITY OF EUCLID	2/1/20-12/31/20	REVENUE GENERATING	5/26/20	BC2020-296
A-1	86	CITY OF EUCLID	ENDING 12/31/21	REVENUE GENERATING RATE CHANGE FROM 105.26 TO 122.12	12/21/20	BC2020-675
A-2	86	CITY OF EUCLID	ENDING 12/31/22	REVENUE GENERATING ESTIMATED AMOUNT \$275,000	10/25/21	BC2021-607
A-3	86	CITY OF EUCLID	ENDING 12/31/23	REVENUE GENERATING ESTIMATED AMOUNT \$300,000	11/14/22	BC2022-695
A-4	86	CITY OF EUCLID	ENDING 12/31/25	REVENUE GENERATING ESTIMATED AMOUNT \$460,000 RATE CHANGE FROM	12/11/23	BC2023-803

				122.12 TO 173.00		
A-5	86	CITY OF EUCLID	ENDING 2/28/26	REVENUE GENERATING ESTIMATED AMOUNT \$100,000	12/22/25	BC2025-800
A-6	86	CITY OF EUCLID	ENDING 5/1/26	REVENUE GENERATING ESTIMATED AMOUNT \$100,000	2/23/26	BC2026-79

Department of Purchasing – Required Documents Checklist

Upload as “word” document in Infor

Infor/Lawson RQ# (if applicable):	N/A
Infor/Lawson PO# Code (if applicable):	N/A
Event #	N/A
CM Contract#	5761

Late Submittal Required:	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Why is the contract being submitted late?	N/A	
What is being done to prevent this from reoccurring?	N/A	

TAC or CTO Required or Authorized IT Standard	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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REVENUE-GENERATING NON-COMPETITIVE RFP Exemptions (Contract) Reviewed by Purchasing

			Department Initials	Purchasing
Briefing Memo			TG	RS
Justification Form, if purchase over \$10k			TG	RS
Annual Non-Competitive Bid Contract Statement <i>(See Contracts Checklist Glossary on the intranet for form requirements).</i>	Date:		N/A	N/A
IG#			N/A	N/A
Debarment/Suspension Verified	Date:	2/13/26	TG	RS
Auditor’s Findings	Date:	2/13/26	TG	RS
Independent Contractor (I.C.) Form	Date:		N/A	N/A
<i>Cover - Master contracts only</i>			N/A	N/A
Contract Evaluation – <i>if required provide most recent CM history on contract history table (see pg 2)</i>			N/A	N/A
TAC/CTO Approval or IT Standards <i>(if required attach and identify relevant page #s or meeting approval number)</i>			N/A	N/A
Checklist Verification			TG	RS

Other documentation may be required depending upon your specific item

Glossary of Terms at: <https://intranet.cuyahoga.cc/policies-procedures/procurement-information>

Reviewed by Law

	Department Initials
Agreement/Contract and Exhibits	TG
Matrix Law Screen shot	TG
COI	N/A
Workers’ Compensation Insurance	N/A

CONTRACT SPENDING PLAN

Department of Purchasing – Required Documents Checklist

Note: There should be no spend plan for Revenue Generating. If funds are being paid to Awarded Vendor PO Code must be RFP not "NONPO" (Revenue Generating where no payment will be paid to Vendor) in Contract Management.

Time Period	Accounting Unit	Account Number	Activity Code	Account Category or Subaccount	Dollar Amount
5/1/26-12/31/27					\$0.00
			TOTAL		\$0.00

CONTRACT HISTORY (see Contract Evaluation, if applicable/ to be completed by Department)

CE/AG# (if applicable)		Formerly AG2000217			
Infor/Lawson PO# and PO Code (if applicable)		N/A			
Lawson RQ# (if applicable)		N/A			
CM Contract#		5761			
	Original Amount	Amendment Amount (if applicable)	Original Time Period/Amended End Date	BOC/ Resolution Approval Date	BOC/ Resolution Approval #
Original Amount	\$0.00		5/1/26-12/31/27	CURRENT ITEM	
Prior Amendment Amounts (list separately) (A-#)					
Pending Amendment					
Total Amendments					
Total Contract Amount		\$0.00			

PURCHASING USE ONLY

Prior Resolutions:	N/A
CM#:	5761
Vendor Name:	The City of Euclid, Ohio
Time Period:	5/1/2026 – 12/31/2027
Amount:	(revenue-generating)
History/CE:	Ok
EL:	Ok
Purchasing Notes:	The Sheriff's Department is requesting approval of a new revenue-generating prisoner board and care agreement with Euclid. Revenue Generating \$1,900,000.00
Purchasing Agents Initials and date of approval	RS 3.5.26



JUSTIFICATION FOR USE OF NON-COMPETITIVE PROCESS

The County requires submitting departments to provide a business case which includes specific details supporting the Contract/Purchase being made.

As a consequence, departments need to provide detailed information justifying any purchases to be made non-competitively. The County has developed a justification packet for completion. If submitting a request for a non-competitive purchase, the department must complete this form, and attach it (along with supporting documentation) in the Procurement software system.

A review of the Contract/Purchase request will not be completed without a signed completed Justification packet uploaded as an attachment when submitting the contract/purchase request in the Procurement software system. It is critically important, and incumbent upon the department to fully and accurately complete the form in order to avoid any lengthy and unnecessary delays in processing the contract/purchase request.

Requestor	TANISHA K. GATES
Requestor Phone Number	216-443-5955
Date	3/5/26
Requisition Number	N/A

OPERATING DEPARTMENT & ACTIVITY: (Choose 1)

The **SHERIFF'S DEPT.** plans to contract with **THE CITY OF EUCLID**, for the **2 YEARS** for **PRISONER BOARD & CARE** services in the amount of \$ **REVENUE GENERATING.**

RQ# _____

Check the appropriate box:

Governmental Purchase - County Code 501.12 (B)(8)

State Contract Purchase – County Code 501.12(B)(19)

Lower than State Contract Purchase

Government Cooperative Purchasing - County Code 501.12(B)(18)

Federal Contracts

Joint Purchasing Programs (includes GSA)

Contract Amendment

Contract # _____ RQ# _____

RFP Exemption – County Code 501.12(D)

Community Rehabilitation Program (CRP) - O.R.C. 125.60 - O.R.C. 125.607

Ohio Industries for the Handicapped (OIH) - County Code 501.12(B)(13)

Public Utility (911 System) - O.R.C. 128.03 (F)

Exemption from Aggregation of Contracts -County Code 501.05(C)

Alternative Procurement Process – County Code 501.12(B)(15)

Federal, State, or Other Grant Application Program (County Code 501.12(B)(16)

1. Description of Supplies or Services, amount of purchase; if a contract or an amendment list start date and end date, and/or scope change if an amendment.

THIS IS A REVENUE GENERATING AGREEMENT FOR PRISONER BOARD & CARE SERVICES FOR THE CUYAHOGA COUNTY SHERIFF'S DEPT TO HOUSE THE CITY OF EUCLID PRISONERS.

If contract or contract amendment term has begun, please respond to questions 1a. and 1b below:

1a. Why is the contract/amendment being submitted late?

N/A

1b. What is being done to prevent this from reoccurring?

N/A

2. Funding Source(s) including percentage breakdown and identify the actual fund name(s).

N/A- REVENUE GENERATING

3. Was the specific project funding included in OBM-approved budget for the current year? If not, please explain.

N/A- REVENUE GENERATING

4. Rationale Supporting the Use of the Selected Procurement Method (include state contract # or GSA contract # and expiration date)

N/A- REVENUE GENERATING

5. What other available options and/or vendors were evaluated? If none, include the reasons why (*Attach supporting documentation such as other vendor quotes/pricing*).

N/A- REVENUE GENERATING

6. What ultimately led you to this product or service? Why was the recommended vendor selected? How was it determined that the anticipated cost is fair and reasonable? (*Attach supporting documentation*).

N/A- REVENUE GENERATING

7. Provide an explanation of unacceptable delays in fulfilling the County's need that would be incurred if award was made through a competitive process. (Attach supporting documentation).

N/A- REVENUE GENERATING

8. Describe what future plans, if any, your department can take to permit competition before any subsequent purchases of the required supplies or services. In none, please explain why.

N/A- REVENUE GENERATING

CERTIFICATION REQUIREMENTS

I certify that the information contained in and attached to this Justification is accurate and complete to support the recommendation.

I further certify that the attached narrative justification verifies Cuyahoga County's minimum need or schedule requirements and any rationale used to justify the non-competitive request.

Signature of Director:

MA RUDY SHERICK

Date: *3-5-2026*

RQ# _____

Procurement software system title:

County Council of Cuyahoga County, Ohio

Resolution No. R2026-0110

<p>Sponsored by: County Executive Ronayne/Department of Public Works</p>	<p>A Resolution authorizing an amendment to Contract No. 4263 with the Gilbane Building Company dated April 23, 2024 for additional funds in the amount not to exceed \$752,353,406.00, to establish a guaranteed maximum price in the amount not to exceed \$806,314,787.00, for a total contract value of \$810,706,406.00 for design-build services for the County Central Services Campus, to include the County corrections center and the offices of the County Sheriff, effective upon signature of all parties; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County and Gilbane Building Company entered into Contract No. 4263 effective April 23, 2024 for design-build services for the County Central Services Campus (“Contract”), to include the County corrections center and the offices of the County Sheriff; and

WHEREAS, the parties amended the Contract prior to the amendment to establish the guaranteed maximum price (“GMP”) to expand the scope of Early Release Work and increase the allowance for Early Release Work Packages by the amount of \$25,000,000.00, for a total not to exceed amount of \$58,353,000.00; and

WHEREAS, the parties now desire to further amend the Contract, as amended, for additional funds in the amount not to exceed \$752,353,406.00, to establish a guaranteed maximum price in the amount not to exceed \$806,314,787.00, for a total contract value of \$810,706,406.00 for design-build services for the County Central Services Campus; and

WHEREAS, it is necessary that this Resolution 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. That the Cuyahoga County Council hereby approves an amendment to Contract No. 4263 with the Gilbane Building Company dated April 23, 2024 for additional funds in the amount not to exceed \$752,353,406.00, to establish a guaranteed maximum price in the amount not to exceed \$806,314,787.00, for a total contract value of \$810,706,406.00 for design-build services for the County Central Services Campus, to include the County corrections center and the offices of the County Sheriff, effective upon signature of all parties.

SECTION 2. That the County Executive is authorized to execute the amendment and all other documents consistent with this Resolution.

SECTION 3. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety in the County; and any additional reasons set forth in the preamble. Provided that this 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.

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution 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 Resolution was duly adopted.

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: April 14, 2026
Committee(s) Assigned: Committee of the Whole

Journal _____
_____, 20____

PURCHASE-RELATED TRANSACTIONS

Title	2nd Amendment for Design Build Agreement-Cuyahoga County Corrections Center- Gilbane Building Company- RQ 7297- CM 4263
Department or Agency Name	Public Works
Requested Action	<input type="checkbox"/> Contract <input type="checkbox"/> Agreement <input type="checkbox"/> Lease <input checked="" type="checkbox"/> Amendment <input type="checkbox"/> Revenue Generating <input type="checkbox"/> Purchase Order <input type="checkbox"/> Other (please specify):

Original (O)/ Amendment (A-#)	Contract No. (If PO, list PO#)	Vendor Name	Time Period	Amount	Date BOC/Council Approved	Approval No.
O	4263	Gilbane Building Company	4/23/2024 - No End Date	\$33,353,000	4/9/2024	R2024-0103
A-1	4263	Gilbane Building Company	2/17/2026 - No End Date	\$25,000,000	2/12/2026	R2026-0015
A-2	4263	Gilbane Building Company	Effective Date - No End Date	\$777,961,787	pending	pending

Service/Item Description (include quantity if applicable). When submitting an amendment, address any changes to the time period of the agreement, reduction or addition of funds, changes to the existing scope of services, changes to service rates/costs, and retroactive applicability of the changes, if any.

The Department of Public Works is submitting a second amendment to the Design Build Agreement for the Cuyahoga County Corrections Center to add additional funds in the amount of \$777,961,787 with the Gilbane Building Company for a total not-to-exceed amount of \$836,314,787. **The anticipated start completion date will be the date of the execution of this contract but since this is a design build contract the dates should not be referenced in the contract of approval.**

Indicate whether: New service/purchase Existing service/purchase Replacement for an existing service/purchase (provide details in Service/Item Description section above)

For purchases of furniture, computers, vehicles: Additional Replacement
 Age of items being replaced: _____ How will replaced items be disposed of _____

Project Goals, Outcomes or Purpose (list 3):
 The purpose of the Project is to design and construct a corrections facility on a new campus to replace the County’s jail facilities currently located at the Justice Center Complex. The additional funds are to meet the agreed GMP to complete the project.

In the boxes below, list Vendor/Contractor, etc. Name, Street Address, City, State and Zip Code. Beside each vendor/contractor, etc. provide owner, executive director, other (specify). If there are multiple vendors copy this table and complete for each vendor.

Vendor Name and address:	Owner, executive director, other (specify):
Gilbane Building Company 3135 Euclid Avenue Cleveland, Ohio 44115	Kyle Merrill, Senior Business Leader
Vendor Council District:	Project Council District:
7	7
If applicable provide the full address or list the municipality(ies) impacted by the project.	

COMPETITIVE PROCUREMENT	NON-COMPETITIVE PROCUREMENT
RQ# <u>7297</u> <input type="checkbox"/> RFB <input type="checkbox"/> RFP <input checked="" type="checkbox"/> RFQ <input type="checkbox"/> Informal <input checked="" type="checkbox"/> Formal Closing Date: October 21, 2021	Provide a short summary for not using competitive bid process. *See Justification for additional information.
The total value of the solicitation:	<input type="checkbox"/> Exemption
Number of Solicitations (sent/received) 46 / 1	<input type="checkbox"/> State Contract, list STS number and expiration date <input type="checkbox"/> Government Coop (Joint Purchasing Program/GSA), list number and expiration date
Participation/Goals (%): (30) DBE (7) SBE (17) MBE (6) WBE. Were goals met by awarded vendor per DEI tab sheet review? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No, please explain. If no, has this gone to the Administrative Reconsideration Panel? If so, what was the outcome?	<input type="checkbox"/> Sole Source <input type="checkbox"/> Public Notice posted by Department of Purchasing. Enter # of additional responses received from posting ().
Recommended Vendor was low bidder: <input type="checkbox"/> Yes <input type="checkbox"/> No, please explain:	<input type="checkbox"/> Government Purchase <input type="checkbox"/> Alternative Procurement Process
How did pricing compare among bids received?	<input type="checkbox"/> Contract Amendment - (list original procurement) <input type="checkbox"/> Other Procurement Method; please describe:

Is Purchase/Services technology related <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes If yes, list date of TAC approval and answer the questions below.		
<table border="1" style="width: 100%;"> <tr> <td style="width: 70%;">List date of TAC approval</td> <td style="width: 30%;">Date:</td> </tr> </table>	List date of TAC approval	Date:
List date of TAC approval	Date:	
<input type="checkbox"/> Check if item on IT Standard List of approved purchase and provide date of TAC approval. <input type="checkbox"/> Check if item is ERP related? <input type="checkbox"/> No <input type="checkbox"/> Yes.		

Are the purchases compatible with the new ERP system? Yes No, please explain.

FUNDING SOURCE: Please provide the complete, proper name of each funding source (No acronyms). Include % for each funding source listed.

100% General Fund

Is funding for this included in the approved budget? Yes No (if "no" please explain):

List all Accounting Unit(s) upon which funds will be drawn and amounts if more than one accounting unit.

**General Fund
PW600125 72100 CFCC0000301**

Payment Schedule: Invoiced Monthly Quarterly One-time Other (please explain):

Provide status of project. This is amendment 1 and neither the original agreement nor the amendment have an end date.

Is contract/purchase late No Yes, In the fields below provide reason for late and timeline of late submission

Reason:

Timeline

Project/Procurement Start Date (date your team started working on this item): Mid-December 2025

Date documents were requested from vendor: 1/7/2026

Date of insurance approval from risk manager:

Date Department of Law approved Contract: 1/7/2026

Detail any issues that arose during processing in Infor, such as the item being disapproved and requiring correction:

If late, have services begun? No Yes (if yes, please explain)

Have payments been made? No Yes (if yes, please explain)

HISTORY (see instructions): **see above**

Prior Original (O) and subsequent Amendments (A-#)	Contract No. (If PO, list PO#)	Vendor Name	Time Period	Amount	Date BOC/Council Approved	Approval No.

Please note that the details of this amendment are still being finalized. The Department of Purchasing has completed an initial review of the available documents, but given that the amendment may change prior to approval by Council, the final checklist and cover will not be uploaded until the outstanding documents are finalized.

Paul Porter

Director, Department of Purchasing

4/1/26

CONTRACT EVALUATION FORM

Contractor	Gilbane Building Company				
Current Contract History: CE/AG# (if applicable) Infor/Lawson PO#:	CM 4263				
RQ#	7297				
Time Period of Original Contract	Begin: 4/23/2024 End: This contract does not have an end date.				
Background Statement	The Original amount of the contract was \$33,353,000.00 and amendment 1 was for \$25,000,000, and this amendment 2 is for \$777,961,787 to meet the agreed GMP to complete the project.				
Service Description	Gilbane is providing Design-Build services for the Cuyahoga County Corrections Center project.				
Performance Indicators	Per the contract				
Actual Performance versus performance indicators (include statistics):	Gilbane has had a satisfactory success rate in performing all tasks so far.				
Rating of Overall Performance of Contractor	Superior	Above Average	Average	Below Average	Poor
Select One (X)		X			
Justification of Rating	Gilbane has provided the County with quality professional engineering and related services as part of this contract.				
Department Contact	Lisa Willey				
User Department	Public Works				
Date	4/1/2026				

Department of Purchasing – Required Documents Checklist

Upload as “word” document in OnBase Document Management

Infor/Lawson RQ# (if applicable):	7297
Buyspeed RQ# (if applicable):	
Infor/Lawson PO # Code (if applicable):	RFQ
CM Contract#	4263

Late Submittal Required:	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Why is the contract being submitted late?		
What is being done to prevent this from reoccurring?		

TAC or CTO Required or Authorized IT Standard	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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Contract Amendments Reviewed by Purchasing				
			Department Initials	Purchasing
Briefing Memo			LW	Attached
Justification Form			LW	OK
IG#	23-0430	12/31/2027	LW	OK
Annual Non-Competitive Bid Contract Statement (See Contracts Checklist Glossary on the intranet for form requirements).	Date:		N/A	N/A
Debarment/Suspension Verified	Date:	1/7/2026	LW	OK
Auditor’s Findings	Date:	1/7/2026	LW	OK
Independent Contractor (I.C.) Form	Date:	1/7/2026	LW	OK
Cover - Master contracts only			N/A	OK
Contract Evaluation – if required provide most recent CM history on contract history table (see pg 2)			LW	OK
TAC/CTO Approval or IT Standards (if required attach and identify relevant page #s or meeting approval number)			N/A	N/A
Checklist Verification			LW	OK

Other documentation may be required depending upon your specific item

Glossary of Terms at: <https://intranet.cuyahoga.cc/policies-procedures/procurement-information>

Reviewed by Law	
	Department Initials
Agreement/Contract and Exhibits	LW
Matrix Law Screen shot	LW
COI	LW
Workers’ Compensation Insurance	LW
Original Executed Contract (containing insurance terms) & all executed amendments	LW

Department of Purchasing – Required Documents Checklist

CONTRACT SPENDING PLAN

Time Period	Accounting Unit	Account Number	Activity Code	Account Category or Subaccount	Dollar Amount
Effective Date – 12/31/2026	PW600125	72100	CFCCC0000301	72100	\$25,000,000.00
1/1/2027 – 12/31/2027 Project completion					\$ 0
1/1/2028 – 12/31/2028					\$ 0
1/1/2029 – No end date					\$ 0
			TOTAL		\$25,000,000.00

CONTRACT HISTORY (see Contract Evaluation, if applicable/ to be completed by Department)

CE/AG# (if applicable)					
Infor/Lawson PO# and PO Code (if applicable)		RFQ			
Lawson RQ# (if applicable)		7297			
CM Contract#		4263			
	Original Amount	Amendment Amount (if applicable)	Original Time Period/Amended End Date	BOC/ Resolution Approval Date	BOC/ Resolution Approval #
Original Amount	\$33,353,000.00		4/23/2024 – No End Date	4/9/2024	R2024-0103
Prior Amendment Amounts (list separately) (A-#)		\$			
		\$			
		\$			
Pending Amendment		\$25,000,000.00	4/23/2024 – No End Date	Pending	Pending
Total Amendments		\$25,000,000.00			
Total Contract Amount		\$58,353,000.00			

PURCHASING USE ONLY

Prior Resolutions:	R2024-0103
CM#:	4263
Vendor Name:	GILBANE BUILDING COMPANY
Time Period:	4/23/2024 – project completion, effective as of the date signed by and on behalf of the County
Amount:	Add'l \$25,000,000.00mm
History/CE:	OK
EL:	OK
Purchasing Notes:	1/8/2026: there is no amendment line entered; therefore, no funds being encumbered at time of approval
Purchasing Agents Initials and date of approval	OK, ssp 1/8/2026

County Council of Cuyahoga County, Ohio

Resolution No. R2026-0111

<p>Sponsored by: County Executive Ronayne, Fiscal Officer, Director of Public Works</p>	<p>A Resolution authorizing the issuance of bonds in the amount not to exceed \$73,225,000 to provide funds to pay the costs of remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving the facilities of the Cuyahoga County Court of Common Pleas, General Division, with related site improvements and appurtenances thereto; authorizing the signing and delivery of a purchase agreement relating to the sale of the bonds and related agreements and certificates; authorizing and approving related matters; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County Fiscal Officer of the County (the “County Fiscal Officer”) has certified to this Council that the estimated life of the improvements described in the title of this Resolution (the “Project”) that are to be financed with the proceeds of the bonds described herein exceeds five years and the maximum maturity of the bonds is 29 years; and

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$73,225,000 of such bonds for the Project under authority of the general laws of the State of Ohio, including Ohio Revised Code (“Revised Code”) Chapter 133; 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 to pay additional costs of the Project.

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

Section 1. Issuance of Bonds. It is hereby declared necessary to issue bonds (the “Bonds”) of the County for the purpose described in the title of this Resolution in the principal sum of not to exceed \$73,225,000 or such lesser amount as shall be determined by the County Fiscal Officer and certified to this Council for

the purpose of paying the costs of the Project. The Bonds may be issued in one or more series.

Section 2. Combining Bonds for Purposes of Issuance and Sale. It is hereby determined that, for the purposes of issuance and sale, it may be in the best interest of the County to combine the Bonds with other limited tax general obligation bonds of the County authorized by separate resolution of this Council. The Bonds and such other bonds shall be jointly referred to herein as the “Combined Bonds.” As used in this Resolution, the term “Bonds” shall also mean the Combined Bonds, where appropriate. The Combined Bonds shall be designated the “County of Cuyahoga, Ohio, Capital Facilities Bonds, Series 2026,” or as otherwise provided in the Certificate of Fiscal Officer defined in Section 4 hereof.

Section 3. Terms of Bonds. The Bonds shall be issued as fully registered bonds, in such denominations as shall be determined by the County Fiscal Officer, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered consecutively from R-1 upward, as determined by the County Fiscal Officer; provided, however that any Bonds sold as Capital Appreciation Bonds (as defined below) may be numbered separately as determined by the County Fiscal Officer and set forth in the Certificate of Fiscal Officer provided for hereinbelow; and shall be dated, shall bear interest, payable semiannually on such dates as shall be determined by the County Fiscal Officer and set forth in the Certificate of Fiscal Officer, until the principal sum is paid or provision has been duly made therefor. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months.

Section 4. Certificate of Fiscal Officer Relating to Terms of Bonds. The County Fiscal Officer is hereby authorized to execute on behalf of the County a Certificate of Fiscal Officer Relating to Terms of the Bonds (the “Certificate of Fiscal Officer”) setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the County Fiscal Officer. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the dates on which interest on the Bonds is to be paid (the “Interest Payment Date”), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not exceed 29 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 6.50% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the County Fiscal Officer shall deem appropriate.

Section 5. Interest, Denominations and Types of Bonds. The Bonds shall be issued with interest payable semiannually on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor (the “Current Interest Bonds”) or with interest compounded on each Interest Payment Date but payable only at maturity (the “Capital Appreciation Bonds”) in such proportions as shall be set forth in the Certificate of Fiscal Officer. Interest shall

be calculated on the basis of a 360-day year of twelve 30-day months, unless otherwise determined by the County Fiscal Officer. Unless otherwise determined by the County Fiscal Officer, the Current Interest Bonds shall be in the denominations of \$5,000 or any integral multiple thereof, and the Capital Appreciation Bonds shall be in the denominations on the date of their issuance and delivery equal to the principal amount which, when interest is accrued and compounded thereon, beginning on the date of delivery to the Original Purchaser (as defined hereinbelow), and each Interest Payment Date thereafter, will equal \$5,000 or any integral multiple thereof at maturity.

Section 6. Redemption Provisions of the Bonds. The Current Interest Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Current Interest Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Current Interest Bonds of the same maturity will take place, the Current Interest Bonds to be redeemed by optional redemption shall be selected by the Bond Registrar (as defined hereinbelow) prior to the selection of the Current Interest Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Current Interest Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Current Interest Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof unless otherwise determined by the County Fiscal Officer.

Any notice of the call for redemption of Current Interest Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Current Interest Bonds or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. From and after the specified redemption date, interest on the Current Interest Bonds (or portions thereof) called for redemption shall cease to accrue. Such notice shall be sent by first class mail at least 30 days prior to the redemption date to each registered holder of the Current Interest Bonds to be redeemed at the address shown in the Bond Register (as defined herein) on the 15th day preceding the date of mailing. Failure to receive such notice or any defect therein shall not affect the validity of the proceedings for the redemption of any Current Interest Bond.

Section 7. Debt Service Levy. There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Bonds are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy

shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Bonds when and as the same falls due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the County shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 8. Sale of the Bonds; Use of Proceeds. The Bonds shall be sold to the purchasers named in the Certificate of Fiscal Officer (together, the “Original Purchaser”) at the purchase price set forth in the Certificate of Fiscal Officer, plus interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The County Executive and County Fiscal Officer, or either of them individually, are authorized to execute on behalf of the County, a bond purchase agreement with the Original Purchaser, setting forth the conditions under which the Bonds are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the County Fiscal Officer and Law Director shall determine.

The proceeds of such sale, except any accrued interest or premium thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from the sale of the Bonds shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds, or other obligations of the County, as permitted by law. Any premium received from the sale of the Bonds may be used to pay the financing costs of the Bonds within the meaning of Revised Code Section 133.01(K) or be deposited into the bond retirement fund in the manner provided by law.

Section 9. Form and Execution of the Bonds. The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution; and shall be executed by the County Executive and County Fiscal Officer, in their official capacities, provided that any and all of such signatures may be a facsimile. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as printed on the Bond, is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued and delivered under this Resolution and is entitled to the security and benefit of this

Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the County Fiscal Officer on behalf of the County. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds.

Section 10. Payment of the Bonds. The principal of and interest on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the designated office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Current Interest Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered, on the Bond Register at the address appearing therein, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day).

Any interest on any Bond which is payable, but is not punctually paid or provided for, on any Interest Payment Date (herein called "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Record Date by virtue of having been such owner and such Defaulted Interest shall be paid to the registered owner in whose name the Bond is registered at the close of business on a date (the "Special Record Date") to be fixed by the Bond Registrar, such Special Record Date to be not more than 15 nor less than 10 days prior to the date of proposed payment. The Bond Registrar shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each Bondholder, at such Bondholder's address as it appears in the Bond Register, not less than 10 days prior to such Special Record Date, and may, in its discretion, cause a similar notice to be published once in a newspaper in each place where Bonds are payable, but such publication shall not be a condition precedent to the establishment of such Special Record Date.

Subject to the foregoing provisions of this Section, each Bond delivered by the Bond Registrar (as defined herein) upon transfer of or in exchange for or in lieu of any other Bond shall carry the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond.

Section 11. Appointment of Bond Registrar. The County Fiscal Officer and County Executive, or each of them individually, are hereby authorized to execute on behalf of the County such agreements with such bank or other appropriate financial institution as shall be acceptable to the County Fiscal Officer, pursuant to which such bank or financial institution shall agree to serve as authenticating agent, bond registrar, transfer agent, disbursement agent, and paying

agent (collectively, the “Bond Registrar”) for the Bonds. Interest shall be payable by wire, check or draft mailed to the registered owner hereof. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the County Fiscal Officer in such officer’s discretion shall determine that it would be in the best interest of the County for such functions to be performed by another party, the County Fiscal Officer may, and is hereby authorized to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services, to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar shall promptly advise all bondholders of the change in identity and new address of the Bond Registrar. So long as any of the Bonds remain outstanding, the County shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the “Bond Register”). Subject to the provisions of this Resolution, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any Bond shall be made only to or upon the order of that person. Neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

Any Bond, upon presentation and surrender at the office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar, may be exchanged for Bonds of the same form and of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

The County and the Bond Registrar shall not be required to transfer or exchange (i) any Bond during a period beginning at the opening of business 15 days before the day of mailing of a notice of redemption of Bonds, and ending at the close of business on the day of such mailing, or (ii) any Bonds selected for redemption, in whole or in part, following the date of such mailing.

In all cases in which Bonds are exchanged or transferred hereunder, the County shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the County, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 12. Book-Entry System. For purposes of this Resolution, the following terms shall have the following meanings:

“Book-entry form” or “book-entry system” means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book-entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds “immobilized” in the custody of the Depository, and the book-entry is the record that identifies the owners of beneficial interests in those Bonds.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book-entry form shall be shown by book-entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book-entry; and (v) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

The Bond Registrar may, with the approval of the County, enter into an agreement with the beneficial owner or registered owner of any Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Bond or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Resolution, without prior presentation or surrender of the Bond, upon any conditions which shall be satisfactory to the Bond Registrar and the County. That payment in any event shall be made to the person who is the registered owner of that Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Bond Registrar shall furnish a copy of each of those agreements, certified to be correct by the Bond Registrar, to other paying agents for Bonds and to the County. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

If requested by a Depository, the County Executive is authorized to execute, acknowledge and deliver, in the name of and on behalf of the County, an agreement among the County, the Bond Registrar and such Depository to be delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The County may decide to discontinue use of the book-entry system through the Depository. In that event, physical Bond certificates will be printed and delivered to the Depository.

If any Depository determines not to continue to act as the Depository for the Bonds for use in a book-entry system, the County and the Bond Registrar may attempt to establish a securities depository/book-entry relationship with another qualified Depository under this Resolution. If the County and the Bond Registrar do not or are unable to do so, the County and the Bond Registrar, after the Bond Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Bonds from the Depository and authenticate and deliver bond certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing and delivering definitive Bonds), if the event is not the result of action or inaction by the County or the Bond Registrar, of those persons requesting such issuance.

Section 13. Federal Tax Law Compliance. The County Fiscal Officer may determine to issue all or any series or portion of the Bonds as obligations that interest thereon is excluded from the bondholders' gross income for federal income tax purposes, and the following provisions of this Section shall apply to such Bonds (or series or portions thereof):

The County hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax

purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute “private activity bonds” within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the “Code”). The County further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the “Regulations”).

The County Fiscal Officer or any other officer of the County having responsibility for the issuance of Bonds, are each hereby authorized and directed (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as permitted or required to be made or given under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or the status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing any rebate amount or any payment of penalties, or making any payments of special amounts in lieu of making computations to determine, or paying, any excess earnings as rebate, or obviating those amounts or payments, as determined by the County Fiscal Officer, which action shall be in writing and signed by the County Fiscal Officer or any other officer of the County, on behalf of the County; (b) to take any and all actions, make or obtain calculations, 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 Bonds; and (c) to give an appropriate certificate on behalf of the County, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the County pertaining to Section 148 and the Regulations, and the representations, warranties and covenants of the County regarding compliance by the County with Sections 141 through 150 of the Code and the Regulations.

The County Fiscal Officer shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the County to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of Bond proceeds which may be invested on an unrestricted yield or requires the County to rebate arbitrage profits to the United States Department of the Treasury. The County Fiscal Officer is hereby authorized to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Section 14. Municipal Bond Insurance. The County Executive and County Fiscal Officer, or each of them individually, are authorized to make appropriate arrangements, if the County Executive or County Fiscal Officer deems it in the best interest of the County, for the issuance of a municipal bond insurance

policy with respect to all or any portion or series of the Bonds, including executing and delivering a commitment therefor and certificates and other documents in connection therewith and paying the bond insurance premium related thereto. All additional provisions required to be authorized by this Council for the issuance of a municipal bond insurance policy shall be contained in the Certificate of Fiscal Officer.

Section 15. Official Statement. The distribution of an Official Statement of the County, in preliminary and final form, relating to the original issuance of the Bonds is authorized if the County Fiscal Officer determines that it is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Bonds. If the County Fiscal Officer so determines, then the County Executive and County Fiscal Officer, or any of them individually, are each hereby authorized to negotiate, prepare and execute, on behalf of the County and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Bonds, and they are authorized 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 Bonds as they deem necessary or appropriate to protect the interests of the County. The County Executive and the County Fiscal Officer are each authorized to execute and deliver, on behalf of the County and in their official capacities, such certificates in connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

Section 16. Obtaining Rating for the Bonds. The obtaining or updating of a rating or ratings on the Bonds is hereby authorized if the County Fiscal Officer determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the County Fiscal Officer so determines, then the County Fiscal Officer and any officer of this Council are hereby authorized to take all steps necessary to obtain such rating or ratings, including paying the rating fees imposed by any rating agency and paying any travel expenses relating to obtaining such rating or ratings.

Section 17. Transcript of Proceedings; Execution of Additional Documents. The officer having charge of the minutes of this Council and any other officers of this Council, or any of them individually, are hereby authorized to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of this Council relating to the power and authority of the County to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Clerk of the Council and a no-litigation certificate of the County Executive, the County Fiscal Officer and Law Director, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth herein, documents (including this Resolution)

executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The County Executive and the County Fiscal Officer are hereby authorized to take such action (including, but not limited to, hiring such professionals and consultants as may be needed to facilitate the issuance of the Bonds) and to execute and deliver, on behalf of the County, such additional instruments, agreements, certificates, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution.

Section 18. Appointment of Bond Counsel and Municipal Advisor. The Council hereby approves the appointments of the law firm of Bricker Graydon Wyatt LLP to serve as Bond Counsel and Stifel, Nicolaus & Company, Incorporated to serve as a municipal advisor to the County with respect to the issuance of the Bonds. The respective fees to be paid to such firms shall be subject to review and approval by the County Fiscal Officer and shall not exceed the fees customarily charged for such services.

Section 19. Satisfaction of Conditions for Bond Issuance. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have happened, been done and been performed in regular and due form as required by law; that the full faith, credit, general taxing power of the County and revenues of the County are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 20. Filing of Bond Resolution. The Clerk of the Council is hereby directed to forward a certified copy of this Resolution to the County Fiscal Officer.

Section 21. Compliance with Open Meeting Requirements. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution 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.

Section 22. Effective Date. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety in the County; and any additional reasons set forth in the preamble. Provided that this 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

