



AGENDA
CUYAHOGA COUNTY FINANCE & BUDGETING COMMITTEE MEETING
MONDAY, JULY 22, 2024
CUYAHOGA COUNTY ADMINISTRATIVE HEADQUARTERS
C. ELLEN CONNALLY COUNCIL CHAMBERS – 4TH FLOOR
1:00 PM

Committee Members:

Dale Miller, Chair – District 2
Meredith M. Turner, Vice Chair – District 9
Pernel Jones, Jr. – District 8
Michael J. Gallagher – District 5
Jack Schron, Jr. – District 6
Patrick Kelly – District 1
Michael P. Byrne – District 4

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. PUBLIC COMMENT**
- 4. APPROVAL OF MINUTES FROM THE JUNE 10, 2024 MEETING**
- 5. MATTERS REFERRED TO COMMITTEE**
 - a) R2024-0263: A Resolution approving and authorizing a supplemental lease-purchase agreement and related documents providing for the refinancing of the costs of acquisition of real property and facilities, including a convention center hotel facility; and authorizing and approving other related documents and matters; and declaring the necessity that this Resolution become immediately effective.
- 6. DISCUSSION**
 - a) Preview of 2025 Budget Update
 - b) Review of 2nd Quarter Finances
- 7. MISCELLANEOUS BUSINESS**

8. ADJOURNMENT

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

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



MINUTES

CUYAHOGA COUNTY FINANCE & BUDGETING COMMITTEE MEETING

MONDAY, JUNE 10, 2024

CUYAHOGA COUNTY ADMINISTRATIVE HEADQUARTERS

C. ELLEN CONNALLY COUNCIL CHAMBERS – 4TH FLOOR

1:00 PM

1. CALL TO ORDER

Chairman Miller called the meeting to order at 1:07 p.m.

2. ROLL CALL

Mr. Miller asked Deputy Clerk Carter to call the roll. Committee members Miller, Turner, Gallagher, Schron, Kelly and Byrne were in attendance and a quorum was determined. Committee member Jones entered the meeting after the roll call was taken.

3. PUBLIC COMMENT

There were no public comments given.

4. APPROVAL OF MINUTES FROM THE APRIL 1, 2024 MEETING

A motion was made by Ms. Turner, seconded by Mr. Byrne and approved by unanimous vote to approve the minutes from the April 1, 2024 meeting.

5. MATTERS REFERRED TO COMMITTEE

- a) R2024-0202: A Resolution adopting the Annual Alternative Tax Budget for the year 2025; and declaring the necessity that this Resolution become immediately effective.

Mr. Walter Parfejewiec, Director of the Office of Budget and Management, addressed the Committee regarding Resolution No. R2024-0202. Discussion ensued.

Committee members asked questions of Mr. Parfejewiec pertaining to the item, which he answered accordingly.

On a motion by Mr. Kelly with a second by Mr. Byrne, Resolution No. R2024-0202 was considered and approved by unanimous vote to be referred to the full Council agenda for second reading.

- b) R2024-0182: A Resolution amending the 2024/2025 Biennial Operating Budget for 2024 by providing for additional fiscal appropriations from the General Fund and other funding sources, for appropriation transfers between budget accounts and for cash transfers between budgetary funds, to meet the budgetary needs of the Department of Information Technology; and declaring the necessity that this Resolution become immediately effective.

Mr. Andrew Johnson, Chief Information Officer; and Mr. Matthew Hrubey, Business Services Manager, addressed the Committee regarding Resolution No. R2024-0182. Discussion ensued.

Committee members asked questions of Messrs. Johnson and Hrubey pertaining to the item, which they answered accordingly.

On a motion by Mr. Byrne with a second by Mr. Kelly, Resolution No. R2024-0182 was considered and approved by unanimous vote to be referred to the full Council agenda with a recommendation for passage under second reading suspension of the rules.

- c) R2024-0211: A Resolution amending the 2024/2025 Biennial Operating Budget for 2024 by providing for additional fiscal appropriations from the General Fund and other funding sources, for appropriation transfers between budget accounts and for cash transfers between budgetary funds, to meet the budgetary needs of the Office of the County Executive; and declaring the necessity that this Resolution become immediately effective.

Ms. Katherine Gallagher, Chief of Operations, addressed the Committee regarding Resolution No. R2024-0211. Discussion ensued.

Committee members asked questions of Ms. Gallagher pertaining to the item, which she answered accordingly.

On a motion by Mr. Schron with a second by Ms. Turner, Resolution No. R2024-0211 was considered and approved by unanimous vote to be referred to the full Council agenda with a recommendation for passage under second reading suspension of the rules.

6. DISCUSSION

- a) 1st Quarter Financial Report

Mr. Parfejewiec presented the 1st Quarter Financial Report and provided the Committee with information relating to the County's financial status, revenue and expenditures. Discussion ensued.

Committee members asked questions of Mr. Parfejewiec pertaining to the item, which he answered accordingly.

7. MISCELLANEOUS BUSINESS

There was no miscellaneous business.

8. ADJOURNMENT

With no further business to discuss, Chairman Miller adjourned the meeting at 2:16 p.m., without objection.

County Council of Cuyahoga County, Ohio

Resolution No. R2024-0263

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| Sponsored by: County Executive Ronayne/Department of Public Works | A Resolution approving and authorizing a supplemental lease-purchase agreement and related documents providing for the refinancing of the costs of acquisition of real property and facilities, including a convention center hotel facility; and authorizing and approving other related documents and matters; and declaring the necessity for this Resolution to become immediately effective. |
| Co-sponsored by: Councilmember Turner | |

WHEREAS, in order to enhance the ability of the Huntington Convention Center of Cleveland and related facilities (collectively, the “*Convention Center*”) to attract large meetings to the Convention Center and additional visitors to the region, the County developed an approximately 600-room Convention Center Hotel on property immediately adjacent to and in support of the Convention Center (the “*Hotel*”); and

WHEREAS, in furtherance of the County’s development of the Hotel, and in order to participate in other cooperative activities identified therein, the County entered into a Cooperative Agreement dated as of December 17, 2014, among the County, the City of Cleveland and the Cleveland-Cuyahoga County Port Authority (the “*Cooperative Agreement*”); and

WHEREAS, in order to finance the cost of the Hotel in accordance with the terms of the Cooperative Agreement, the County executed and delivered a certain Lease-Purchase Agreement, dated as of May 1, 2014 (the “*2014 Lease*”), under which the County (a) leased from the Cleveland-Cuyahoga County Port Authority (the “*Lessor*”) the Leased Premises for an Initial Term, each as defined in the 2014 Lease, and for Renewal Terms, as defined in the 2014 Lease, upon appropriations being made by this Council of funds sufficient to enable the County to pay the Base Rent and Additional Rent, as defined in the 2014 Lease, during the Initial Term and Renewal Terms (each a “*Lease Term*”) and (b) has an obligation, which constitutes a “public obligation” as defined in Ohio Revised Code Section 133.01, to pay Base Rent and Additional Rent during each Lease Term subject to such appropriations; and

WHEREAS, in connection with the execution and delivery of the 2014 Lease, the County approved (a) an Assignment of Rights Under Lease-Purchase Agreement (the “*2014 Assignment*”) under which the Lessor assigned its interest in the 2014 Lease to the Trustee and (b) a Trust Agreement (the “*2014 Trust Agreement*”) between the Lessor and U.S. Bank National Association, as trustee (the “*Trustee*”), pursuant to which (i) the Trustee executed \$230,885,000 aggregate principal amount of Certificates of Participation (the “*Series 2014 Certificates*”) evidencing proportionate interests in the payments of Base Rent

to be made by the County under the 2014 Lease, which Series 2014 Certificates constitute “fractionalized interests in public obligations”, as defined in Ohio Revised Code Section 133.01, and (ii) proceeds of the sale of the Series 2014 Certificates were used to pay a portion of the cost of constructing the Hotel; and

WHEREAS, the Series 2014 Certificates scheduled to mature on or after December 1, 2024 (the “*Optional Redemption Certificates*”) are subject to optional redemption prior to maturity by and at the option of the County, either in whole or in part, on any date on or after June 1, 2024, at a redemption price equal to 100% of the principal amount to be redeemed, plus any accrued interest to the redemption date; and

WHEREAS, this Council finds, determines, and declares that it is in the best interest of the County to exercise its right of optional redemption and refund all or a portion the Optional Redemption Certificates (the “*Refunded Certificates*”) as determined by the Fiscal Officer in consultation with the County’s financial advisors and consistent with this Resolution, in order to reduce the annual costs to the County of leasing and eventually acquiring the Project Facilities (as defined in the 2014 Lease), all in accordance with the laws of the State of Ohio and the Charter of the County; and

WHEREAS, in connection with the refunding of the Refunded Certificates, this Council has determined to (a) supplement the 2014 Lease, (b) approve a supplement to the 2014 Assignment and the 2014 Trust Agreement, and (c) approve the Trustee’s execution of additional Certificates of Participation pursuant to the Trust Agreement, as supplemented (the “*Series 2024 Certificates*” and, together with the Series 2014 Certificates and any other Certificates issued under the Trust Agreement, as may be supplemented from time to time, the “*Certificates*”), in order to provide funds for the refunding of the Refunded Certificates, including the payment of any expenses relating thereto and the issuance of the Series 2024 Certificates; and

WHEREAS, in order to implement the above-described refinancing of the acquisition and construction of the Hotel, it will be necessary for the County to take the following actions:

A. Execute and deliver a 2024 Supplemental Lease-Purchase Agreement (the “*2024 Supplemental Lease*”, and together with the 2014 Lease, the “*Lease*”), supplementing the 2014 Lease and amending the Base Rent, as defined in the Lease, for the remaining Lease Terms, subject to such appropriations;

B. Approve (a) the 2024 Supplemental Assignment of Rights Under Lease-Purchase Agreement (the “*2024 Supplemental Assignment*”), supplementing the 2014 Assignment, pursuant to which the Lessor will assign its interest in the Lease, as supplemented, to the Trustee, and (b) the 2024 Supplemental Trust Agreement, supplementing the 2014 Trust Agreement (as supplemented by the 2024 Supplemental Trust Agreement, the “*Trust Agreement*”), pursuant to which (i) the Lessor will direct the Trustee to, and the Trustee will, execute the Series 2024 Certificates in an aggregate principal amount not to exceed \$155,000,000 evidencing the proportionate interests in payments of Base Rent to be made by the County under the Lease, which Series 2024 Certificates will constitute “fractionalized interests in public obligations”, as defined in Ohio Revised Code

Section 133.01, and (ii) the proceeds of the sale of the Series 2024 Certificates will be used to refund the Refunded Certificates, including the payment of any expenses relating to thereto and the issuance of the Series 2024 Certificates; and

C. Execute a letter of representations (the “*Letter of Representations*”) to the original purchaser or the representative of the original purchasers of the Series 2024 Certificates (the “*Original Purchaser*”) identified in the Purchase Agreement (defined below), the Lessor, and/or and the Trustee evidencing the approval of a certificate purchase agreement (the “*Purchase Agreement*”) between the Original Purchaser, the Lessor and the Trustee setting forth the purchase price and other terms upon which the Original Purchaser will purchase the Series 2024 Certificates from the Trustee;

D. Provide certain information relating to the Hotel project and the County to the Original Purchaser for inclusion in a disclosure document to be used in connection with the initial offering of the Series 2024 Certificates by the Original Purchaser; and

WHEREAS, it is necessary that this Resolution become immediately effective in order that the execution of the redemption and refunding of the Refunded Certificates at the earliest possible time to achieve interest savings and other benefits for the County and that critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of a County entity.

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

SECTION 1. It is hereby determined that, for the reasons set forth in the preambles to this Resolution, and in furtherance of the cooperative activities identified in the Cooperative Agreement, the acquisition of the Lease Premises and the financing and refinancing by the County of the convention center hotel facility pursuant to the Lease are in support of the Convention Center and in furtherance of the County’s interests.

SECTION 2. The County Executive and the Fiscal Officer are each authorized and directed to sign and deliver the 2024 Supplemental Lease and to signify approval of the 2024 Supplemental Assignment and the 2024 Supplemental Trust Agreement in substantially the forms as are now on file with the Clerk of Council after approval thereof by the Director of Law. The 2024 Supplemental Lease, the 2024 Supplemental Assignment, and the 2024 Supplemental Trust Agreement are approved in substantially the forms as are now on file with the Clerk of Council, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County that are approved by the County Executive, the Fiscal Officer and the Director of Law on behalf of the County, all of which shall be conclusively evidenced by the signing of the 2024 Supplemental Lease or amendments thereto and the signifying of approval of the 2024 Supplemental Assignment and the 2024 Supplemental Trust Agreement or amendments thereto.

SECTION 3. (a) Base Rent. The Fiscal Officer is hereby authorized and directed to negotiate and provide for the terms of the Base Rent, as defined in the Lease, attributable to the 2024 Supplemental Lease. The aggregate principal components thereof shall not exceed \$155,000,000, and as to the interest components thereof (which interest components may be

fixed rate interest components or variable rate interest components), the weighted average of which fixed rate interest components shall not exceed 7.0% per annum.

The County acknowledges that the principal component of the Lease shall be equal to the principal amount of the Series 2024 Certificates and shall be that amount which, together with other funds, shall be sufficient to refund the Refunded Certificates which were issued for the purpose of paying the cost of the Hotel facility, including without limitation the cost of providing any reserves that the Fiscal Officer determines are necessary and appropriate for the Series 2024 Certificates to be issued on the terms most favorable to the County as the payor on the public obligations in which the Series 2024 Certificates constitute fractionalized interests (which determination shall be confirmed by the Fiscal Officer by the Fiscal Officer's signing of the Letter of Representations described above), and the costs of issuance of the Series 2024 Certificates, and which the Fiscal Officer determines are necessary and reasonable in light of the character of the Series 2024 Certificates (which determination shall be confirmed by the Fiscal Officer by the Fiscal Officer's execution of the Letter of Representations). The County further acknowledges that the payment schedule for the Series 2024 Certificates shall include interest components on the principal amount thereof which shall be based upon the interest components of the Base Rent. The Series 2024 Certificates may be issued in one or more series which may differ as to interest rate components, credit enhancement, priority of payment and other terms. The Base Rent to be payable under and in accordance with the Lease during any Lease Term, shall be an amount sufficient to cover the amount of principal of and interest component on the outstanding Certificates of any series that are due and payable during that Lease Term, and such Base Rent shall be specified or determined in an exhibit to the Lease, as may be supplemented; provided, however, that the County's payment of Base Rent and Additional Rent is Subject to Appropriation and Certification as provided in the Lease and nothing in the Lease, the Certificates or the Trust Agreement constitutes a pledge by the Lessee, or an obligation of the Lessee, of any taxes or other moneys to the payments due thereunder.

(b) Purchase Agreement. The Fiscal Officer is authorized to sign and deliver, in the name and on behalf of the County, the Letter of Representations attached as Exhibit A to the Purchase Agreement, in substantially the form as is now on file with the Clerk of this Council after approval thereof by the Director of Law, signifying approval of the Purchase Agreement and setting forth the schedule of Base Rent and the principal components and interest components thereof, the costs of issuance of the Series 2024 Certificates and the reserves for the Series 2024 Certificates, if any. The Purchase Agreement and the Letter of Representations are approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the Fiscal Officer and Director of Law on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement and the Letter of Representations or amendments thereto.

(c) Primary Offering Disclosure. If, in the judgment of the Fiscal Officer after consultation with the County's financial advisor, a disclosure document is appropriate relating to the initial offering of the Series 2024 Certificates, the Fiscal Officer, on behalf of the County and in that officer's official capacity, is authorized to (i) cooperate with the Original Purchaser in the preparation of, and the making of modifications, completions or changes of or supplements to, such a disclosure document, (ii) determine, and to certify or otherwise represent, when the disclosure document is to be deemed final or is final, (iii) authorize the use

and distribution of that disclosure document and any supplements thereto in connection with the initial offering of the Series 2024 Certificates, and (iv) sign certificates, statements or other documents in connection with the finality, accuracy and completeness of that disclosure document.

(d) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Certificates, the County agrees, as the only obligated person with respect to the Series 2024 Certificates under SEC Rule 15c2-12 (the “Rule”), to provide or cause to be provided such financial information and operating data, audited financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5)(i) of the Rule. In order to describe and specify certain terms of the County’s continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, the Fiscal Officer is authorized and directed to sign and deliver, in the name and on behalf of the County, the Continuing Disclosure Agreement in substantially the form as is now on file with the Clerk of Council after approval thereof by the Director of Law, with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the Fiscal Officer and the Director of Law on behalf of the County, all of which shall be conclusively evidenced by the signing of that Continuing Disclosure Agreement or amendments to it. The Continuing Disclosure Agreement shall be the County’s continuing disclosure agreement for purposes of the Rule, and its performance shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(e) Application for Rating or Insurance. If, in the judgment of the Fiscal Officer after consultation with the County’s financial advisor, the filing of an application for (i) a rating on all or a portion of the Series 2024 Certificates, by one or more nationally recognized rating agencies, (ii) a policy of insurance or other credit enhancement facility from a company or companies to better assure the payment of principal of and interest of all or a portion of the Series 2024 Certificates, or (iii) a surety bond or other credit enhancement facility from a company or other companies to satisfy the reserve requirement for all or a portion of the Series 2024 Certificates is in the best interest of and financially advantageous to this County, the Fiscal Officer is authorized to prepare and submit those applications, to provide to each such agency, company or other credit enhancement facility provider such information as may be required for the purpose. The cost of obtaining each such rating, policy, bond or credit enhancement facility, except to the extent paid by the Original Purchaser in accordance with the Purchase Agreement, shall be paid from the proceeds of the Series 2024 Certificates.

SECTION 4. (a) The Fiscal Officer is authorized to cause the refunding of the Refunded Certificates, upon the determination of the Fiscal Officer, in consultation with the County’s financial advisor, that any such refunding is financially advantageous to the County, as provided for in this Resolution and pursuant to the Trust Agreement and any Escrow Agreement entered into pursuant to this Resolution (which Escrow Agreement shall not be inconsistent the provisions hereof), and to redeem the Refunded Certificates on the earliest practicable and permissible redemption date. The Fiscal Officer is authorized and directed to give to the Trustee written notice of that call for redemption, and the Refunded Certificates shall be redeemed in accordance with the provisions of this Resolution, the Trust Agreement and any Escrow Agreement. The Escrow Trustee is authorized and directed to cause notice of the

refunding of the Refunded Certificates to be given in accordance with the Trust Agreement and any Escrow Agreement.

(b) Unless otherwise provided in the Trust Agreement or any Escrow Agreement, the principal of and interest and any applicable call premium on the Refunded Certificates shall be paid when due from cash or direct non-callable obligations of the United States (or either) on deposit with, or held for the credit of, the Trustee in accordance with the Trust Agreement and any Escrow Agreement. The Fiscal Officer is authorized on behalf of the County to make arrangements for the purchase of any such direct obligations from the proceeds of the Series 2024 Certificates and other sources of moneys and for the delivery to the Trustee, if required under the circumstances, of a report of an independent public accounting firm of national reputation to the effect that the cash and direct obligations so held by the Trustee are of such maturities and interest payment dates and bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to pay the principal of and the interest and any premium on the Refunded Certificates on the dates set forth on the date of redemption and thereby discharge and satisfy the covenants, agreements and other obligations of the County with respect to those Refunded Certificates under the Trust Agreement and cause those Refunded Certificates to be deemed paid and discharged pursuant to, and no longer to be outstanding under, the Trust Agreement.

At the direction of the Fiscal Officer, the Escrow Trustee is hereby authorized to file, on behalf of the County, subscriptions for the purchase (including purchase by the Escrow Trustee on behalf of the County) and issuance of United States Treasury Securities – State and Local Government Series (“*SLGS*”) for investment of funds in the Escrow Account if it is determined by the Fiscal Officer that the purchase of *SLGS* for such purpose is in the best interest of and financially advantageous to the County. If, in the judgment of the Fiscal Officer, an open-market purchase of Defeasance Obligations, as defined in the Lease, for the Escrow Account is in the best interest of and financially advantageous to the County, the Fiscal Officer, on behalf of the County, may purchase or cause to be purchased and deliver or cause to be delivered such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Account, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the Original Purchaser, from the proceeds of the Series 2024 Certificates to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

(c) In connection with the refunding of the Refunded Certificates, a trust fund, designated Cuyahoga County, Ohio, 2014 Certificates of Participation — Escrow Account (“*Escrow Account*”), shall be created for the Refunded Certificates, in the custody of the Trustee as Escrow Trustee, and as a subaccount of the Redemption Account of the Certificate Fund established under the Trust Agreement or as otherwise provided in the 2024 Supplemental Trust Agreement. The cash and securities in that Escrow Account, together with the earnings on and investments in that Escrow Account, shall be held in trust for and shall be used for the payment of the principal of and interest and any redemption premium on the applicable Refunded Certificates. Alternatively, the refunding of all or any portion of the Refunded Certificates may be effected through an economic defeasance of the Refunded Certificates prior to their

redemption date, and proceeds of the Series 2024 Certificates issued for that purpose may be used for the payment of interest on those Refunded Certificates through the redemption date and the remaining principal of the Refunded Certificates on the redemption date.

(d) The County Executive and the Fiscal Officer are each hereby authorized to sign and deliver, in the name and on behalf of the County after approval thereof by the Director of Law, the Escrow Agreement (“*Escrow Agreement*”) between the County and the Escrow Trustee in substantially the form as is now on file with the Clerk of Council, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County that are approved by the County Executive, the Fiscal Officer and the Director of Law on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The Fiscal Officer shall provide for the payment of services rendered and for reimbursement of expenses incurred pursuant to an Escrow Agreement or the Trust Agreement for the redemption of the Refunded Certificates (including any fees and expenses of a mathematical verification agent to be appointed by the Fiscal Officer), except to the extent paid or reimbursed by the Original Purchaser, from the proceeds of the Series 2024 Certificates to the extent available and otherwise from other funds lawfully available and appropriated or to be appropriated for that purpose.

SECTION 5. The County Executive, the Fiscal Officer, the Director of Law and the Clerk of Council are each hereby authorized and directed to take any and all other actions and to execute any and all other instruments, certificates and documents as may in their judgment be necessary, desirable, advisable or appropriate in connection with the execution and delivery of the Lease, the execution and delivery of the Series 2024 Certificates by the Trustee, the purchase of the Series 2024 Certificates by the Original Purchaser, and the redemption and refunding of the Refunded Certificates in order to give effect to the transactions contemplated to be performed on the part of the County under the Lease, as supplemented, and the Letter of Representations.

SECTION 6. The Fiscal Officer, or any other officer having responsibility for executing the 2024 Supplemental Lease, is, alone or in conjunction with any of the foregoing or with any other officer or employee of the County, authorized and directed (a) to cooperate with the Original Purchaser and the Trustee by making, on behalf of the County, such covenants and representations in the Lease as are appropriate and necessary so that (a) the Lease and the Certificates will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the “*Code*”) or (ii) be treated other than as obligations to which Section 103(a) of the Code applies, and (b) the interest components of the Lease and on the Certificates will not be treated as an item of tax preference under Section 57 of the Code and to the effect that the County will take or cause to be taken such actions that may be required of it for the interest components of the Lease and on the Certificates to be and remain excluded from gross income for federal income tax purposes and that it will not take or authorize to be taken any actions that would adversely affect that exclusion.

The Fiscal Officer, or any other officer of the County having responsibility for execution of the 2024 Supplemental Lease is hereby authorized (a) to make or effect any election, selection, designation or treatment, choice, consent, approval, or waiver on behalf of the County with respect to the 2024 Supplemental Lease and the Series 2024 Certificates as the

County is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the 2024 Supplemental Lease and the Series 2024 Certificates or the interest components thereof or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the interest components of the 2024 Supplemental Lease and on the Series 2024 Certificates, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript for the Series 2024 Certificates, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds from the sale of the Series 2024 Certificates, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest component of and the tax status of the Series 2024 Certificates.

Each covenant made in this Section with respect to the Series 2024 Certificates is also made with respect to all issues any portion of the debt charges on which is paid from proceeds of the Series 2024 Certificates (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Series 2024 Certificates from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this Section to take with respect to the Series 2024 Certificates.

Notwithstanding the foregoing or any other provisions of this Resolution to the contrary, if the Fiscal Officer determines prior to the execution and delivery of the Purchase Agreement and Letter of Representations that it is necessary and appropriate and in the best interests of the County for the interest components of the Base Rent to be included in gross income for federal income tax purposes, the County shall not be bound by the covenants of this Section 6.

SECTION 7. This Council finds and determines that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of Council, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

SECTION 8. 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: (i) its approval by the County Executive through signature, (ii) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Charter,

or (iii) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the 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: July 2, 2024

Committee(s) Assigned: Finance & Budgeting

Additional Sponsorship Requested: July 2, 2024

Journal _____

_____, 2024