



**AGENDA**  
**CUYAHOGA COUNTY COUNCIL REGULAR MEETING**  
**TUESDAY, OCTOBER 23, 2012**  
**CUYAHOGA COUNTY JUSTICE CENTER**  
**COUNCIL CHAMBERS – 1<sup>ST</sup> FLOOR**  
**5:00 PM**

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. PLEDGE OF ALLEGIANCE**
- 4. SILENT MEDITATION**
- 5. PUBLIC COMMENT RELATED TO AGENDA**
- 6. APPROVAL OF MINUTES**
  - a) October 9, 2012 Committee of the Whole Meeting
  - b) October 9, 2012 Regular Meeting
- 7. ANNOUNCEMENTS FROM THE COUNCIL PRESIDENT**
- 8. MESSAGES FROM THE COUNTY EXECUTIVE**
  - a) Contracts executed by County Executive (attachment)
- 9. CONSIDERATION OF RESOLUTIONS OF COUNCIL FOR FIRST READING ADOPTION UNDER SUSPENSION OF RULES**
  - a) R2012-0223: A Resolution of support of an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of the West Creek Preservation Committee for the conservation of ecologically significant areas along West Creek, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmembers Connally and Rogers

- b) R2012-0224: A Resolution of support of an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of the Cuyahoga Soil and Water Conservation District for the conservation of ecologically significant areas along Euclid Creek, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmembers Connally and Rogers

- c) R2012-0225: A Resolution of support of an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of the Western Reserve Land Conservancy for the conservation of ecologically significant areas along the Sulphur Springs Headwaters Protection Project, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmembers Connally and Rogers

#### **10. CONSIDERATION OF ORDINANCES OF COUNCIL FOR FIRST READING AND REFERRAL TO COMMITTEE**

- a) O2012-0031: An Ordinance amending Ordinance No. O2011-0020, which provided for complimentary parking for members of the public to attend regularly scheduled evening and committee meetings of the County Council at the Huntington Park Garage, by removing restrictions regarding time of day; and declaring the necessity that this Ordinance become immediately effective.

Sponsors: Councilmembers Gallagher, Connally, Rogers and Miller

- b) O2012-0032: An Ordinance amending Ordinance No. O2011-0008, as amended, which enacted the Cuyahoga County Code of Ethics, and declaring the necessity that this Ordinance become immediately effective.

Sponsor: Councilmember Greenspan

#### **11. CONSIDERATION OF AN ORDINANCE OF COUNCIL FOR THIRD READING ADOPTION**

- a) O2012-0011: An Ordinance establishing a Casino Revenue Fund for the purpose of collecting and expending proceeds from gross casino

revenues; determining the uses for such proceeds and the time frames for such uses.

Sponsors: Councilmembers Schron and Brady

## **12. CONSIDERATION OF A RESOLUTION FOR FIRST READING ADOPTION UNDER SUSPENSION OF RULES**

- a) R2012-0226: A Resolution amending the 2012/2013 Biennial Operating Budget for 2012 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, in order to meet the budgetary needs of various County departments, offices and agencies; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

## **13. CONSIDERATION OF RESOLUTIONS FOR FIRST READING AND REFERRAL TO COMMITTEE**

- a) R2012-0227: A Resolution authorizing an assignment of leases from Cuyahoga County to the Cuyahoga County Board of Developmental Disabilities, effective 10/1/2012, in connection with various contracts with North Coast Community Homes, Inc. for the lease/purchase of various properties for use as group homes for persons with developmental disabilities; authorizing the County Executive to execute the assignment of leases and all other documents consistent with this Resolution, and declaring the necessity that this Resolution become immediately effective:
- 1) No. CE03551 with Center Ridge House, located at 28700 Center Ridge Road, Westlake, for the period 4/8/1988 - 4/7/2013;
  - 2) No. CE04031 with Richmond House, located at 1435 Richmond Road, Lyndhurst, for the period 12/15/1987 - 12/14/2012;
  - 3) No. CE04227 with Bellbrook House, located at 5936 West 130<sup>th</sup> Street, Brook Park, for the period 9/22/1988 - 8/21/2013;
  - 4) No. CE04224 with Lee House, located at 5041 Lee Road, Maple Heights, for the period 6/15/1988 - 6/14/2013;
  - 5) No. CE04226 with South Bend House, located at 1653 and 1655 South Bend Drive, Rocky River, for the period 2/11/1988 - 2/10/2013;
  - 6) No. CE04225 with Lander House, located at 1455 Lander Road, Mayfield Heights, for the period 6/20/1988 - 6/19/2013;

- 7) No. CE04223 with Nottingham House, located at 17702 Nottingham Road, Cleveland, for the period 6/20/1988 - 6/19/2013;
- 8) No. CE04459 with Bagley House, located at 19080 Bagley Road, Middleburg Heights, for the period 1/4/1989 - 1/3/2014;
- 9) No. CE04541 with Euclid House, located at 23050 Euclid Avenue, Euclid, for the period 10/18/1989 - 10/17/2014;
- 10) No. CE04592 with Highland House, located at 427 Richmond Road, Richmond Heights, for the period 9/25/1989 - 9/24/2014;
- 11) No. CE04591 with Ridge House, located at 7009 West Sprague Road, Parma, for the period 9/19/1989 - 9/18/2014;
- 12) No. CE04593 with Sprague House, located at 7001 West Sprague Road, Parma, for the period 9/19/1989 - 9/18/2014;
- 13) No. CE05008 with Albion House, located at 11607 Pearl Road, Strongsville, for the period 1/25/1990 - 1/24/2015;
- 14) No. CE05035 with Lamson House fka Granger House, located at 7325 Lamson Road, Oakwood Village, for the period 4/11/1990 - 4/10/2015;
- 15) No. CE05209 with Cedar House, located at 29400 Cedar Road, Pepper Pike, for the period 8/8/1990 - 8/7/2015;
- 16) No. CE05270 with Beachwood House, located at 24212 Cedar Road, Beachwood, for the period 8/8/1990 - 8/7/2015;
- 17) No. CE05370 with Bedford House, located at 5526 Richmond Road, Bedford Heights, for the period 11/1/1990 - 10/31/2015;
- 18) No. CE05509 with Southwest House, located at 211 East Schaaf Road, Brooklyn Heights, for the period 12/13/1990 - 12/12/2015;
- 19) No. CE05520 with Dover House, located at 263 Dover Center Road, Bay Village, for the period 10/30/1990 - 10/29/2015;
- 20) No. CE05555 with Van Aken House, located at 2980 Van Aken Boulevard, Cleveland, for the period 3/18/1991 - 3/17/2016;
- 21) No. CE05638 with Columbia House, located at 2855 Columbia Road, Westlake, for the period 12/13/1990 - 12/12/2015;
- 22) No. CE05639 with Edendale House, located at 1374 Edendale Road, Cleveland Heights, for the period 10/29/1991 - 10/28/2016;
- 23) No. CE05828 with Hillside House, located at 98 Hillside Road, Seven Hills, for the period 9/6/1991 - 9/5/2016;
- 24) No. CE05827 with Jackson House, located at 29949 Jackson Road, Orange Village, for the period 9/9/1991 - 8/8/2016;
- 25) No. CE05850 with Warrington House, located at 3270 Warrington Road, Shaker Heights, for the period 9/4/1991 - 9/3/2016;
- 26) No. CE05920 with Monticello House, located at 4520 Monticello Road, South Euclid, for the period 11/18/1991 - 11/17/2016;
- 27) No. CE05966 with Royalton House, located at 7575 Royalton Road, North Royalton, for the period 11/8/1991 - 11/7/2016;
- 28) No. CE06006 with Independence House, located at 4711 East Sprague Road, Independence, for the period 10/3/1991 - 10/2/2016;

- 29) No. CE06107 with Maple House, located at 250 Maplelawn Drive, Berea, for the period 2/12/1992 - 2/11/2017;
- 30) No. CE06106 with Oak House, located at 26365 Tryon Road, Oakwood Village, for the period 6/19/1992 - 6/18/2017;
- 31) No. CE06108 with Wilson House, located at 785 Miner Road, Highland Heights, for the period 11/1/1991 - 10/31/2016;
- 32) No. CE06106 with Wood House, located at 26405 Tryon Road, Oakwood Village, for the period 7/2/1992 - 7/1/2017;
- 33) No. CE06135 with Broadway House, located at 1310 Broadway, Bedford, for the period 10/7/1991 - 10/5/2016;
- 34) No. CE06288 with Grand House, located at 19853 Grand Boulevard, Euclid, for the period 6/29/1992 - 6/28/2017;
- 35) No. CE06289 with SOM House, located at 1777 SOM Center Road, Gates Mills, for the period 1/1/1992 - 12/31/2016;
- 36) No. CE06290 with Terrace House, located at 19855 Grand Boulevard, Euclid, for the period 6/15/1991 - 6/14/2017;
- 37) No. CE06310 with Stearns House, located at 6797 Stearns Road, North Olmsted, for the period 2/12/1992 - 2/11/2017;
- 38) No. CE06382 with Fairview House, located at 4579 West 210<sup>th</sup> Street, Fairview Park, for the period 4/20/1992 - 4/19/2017;
- 39) No. CE06383 with Parkgate House, located at 9035 Parkgate, Cleveland, for the period 1/5/1993 - 1/4/2018;
- 40) No. CE06448 with Smith House, located at 6809 Smith Road, Middleburg Heights, for the period 8/19/1992 - 8/18/2017;
- 41) No. CE06611 with Solon House, located at 37025 Aurora Road, Solon, for the period 12/16/1992 - 12/15/2017;
- 42) No. CE06623 with Wallings House, located at 2491 East Wallings Road, Broadview Heights, for the period 9/16/1992 - 11/15/2017;
- 43) No. CE06664 with Jennings House, located at 22900 Jennings Road, Warrensville Heights, for the period 12/2/1992 - 12/1/2017;
- 44) No. CE06663 with Walton House, located at 14700 Alexander Road, Walton Hills, for the period 12/16/1992 - 12/15/2017;
- 45) No. CE06702 with Parma House, located at 7211 West 130<sup>th</sup> Street, Parma, for the period 6/2/1993 - 6/1/2018;
- 46) No. CE07663 with Moreland House, located at 35450 Chagrin Boulevard, Moreland Hills, for the period 11/10/1994 - 11/9/2019;
- 47) No. CE08041 with Seven Hills House, located at 6577 Broadview Road, Seven Hills, for the period 8/3/1995 - 8/2/2020;
- 48) No. CE08376 with Howe House, located at 18005 Howe Road, Strongsville, for the period 10/1/1996 - 9/30/2021;
- 49) No. CE09393 with Taft House, located at 740 Taft Road, Bedford, for the period 2/23/1998 - 2/22/2023;
- 50) No. CE09831 with Verona House, located at 4285 Verona Road, South Euclid, for the period 10/23/1998 - 10/22/2023;
- 51) No. CE0700923 with Green House, located at 1905 Green Road, Cleveland, for the period 12/17/2004 - 12/16/2029; and

52) No. CE0400924 with Memphis House, located at 9401 Memphis Avenue, Brooklyn, for the period 1/19/2005 - 1/18/2030.

Sponsors: County Executive FitzGerald/Department of Public Works on behalf of Cuyahoga County Board of Developmental Disabilities

- b) R2012-0228: A Resolution amending the 2012/2013 Biennial Operating Budget for 2012 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, in order to meet the budgetary needs of various County departments, offices and agencies related to year-end close-out activities; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

- c) R2012-0229: A Resolution authorizing an amendment to Contract No. CE1200211-01 with United Way of Greater Cleveland for food and allocation of funds for Hunger Centers serving needy residents in Cuyahoga County for the period 4/1/2012 - 12/31/2012 to extend the time period to 12/31/2013 and for additional funds in the amount not-to-exceed \$1,095,450.00; and authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution.

Sponsor: County Executive FitzGerald/Department of Health and Human Services/Division of Employment & Family Services/Cuyahoga Support Enforcement Agency

#### **14. COMMITTEE REPORTS AND CONSIDERATION OF RESOLUTIONS FOR SECOND READING ADOPTION UNDER SUSPENSION OF RULES**

- a) R2012-0218: A Resolution making awards on RQ24243 to various providers for debt collection services for the Cuyahoga County Clerk of Courts for the period 11/1/2012 - 10/31/2014; authorizing the County Executive to execute the revenue generating agreements and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective:

- 1) NCO Financial Systems, Inc.
- 2) Weltman, Weinberg & Reis Co., L.P.A.

Sponsors: County Executive FitzGerald/Clerk of Courts and Councilmembers Connally and Gallagher

Committee Assignment and Chair: Finance & Budgeting – Miller

- b) R2012-0220: A Resolution authorizing an amendment to Contract No. CE1200346-01 with Applewood Centers, Inc. for the Staff Secure Shelter Program and Placement Planning Day Report services for the period 6/1/2012 - 5/31/2014 to decrease the time period to 6/30/2013 and for additional funds in the amount of \$800,000.00; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution.

Sponsor: County Executive FitzGerald on behalf of Juvenile Court

Committee Assignment and Chair: Justice Affairs – Simon

- c) R2012-0221: A Resolution authorizing a grant agreement with City of Cleveland in the amount not-to-exceed \$1,273,537.00 for implementation of the Emergency Solutions Grant Program for the period 10/1/2012 - 12/31/2013; authorizing the County Executive to execute the agreement and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Division of Community Initiatives/  
Office of Homeless Services

Committee Assignment and Chair: Health, Human Services & Aging –  
Brady

- d) R2012-0222: A Resolution making awards on RQ24301 to various providers in the total amount not-to-exceed \$2,401,782.00 for the Emergency Solutions Grant Program for the period 10/1/2012 - 12/31/2013; authorizing the County Executive to execute the contracts and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective:

- 1) Cleveland Mediation Center in the amount not-to-exceed \$685,600.00 for Diversion Services;
- 2) Cleveland Tenants Organization in the amount not-to-exceed \$98,000.00 for Homeless Prevention Information and Referral Services;
- 3) Emerald Development & Economic Network, Inc. in the amount not-to-exceed \$869,832.00 for Rapid Re-housing Services;
- 4) Mental Health Services, Inc. in the amount not-to-exceed \$720,000.00 for implementation of a Coordinated Assessment and Intake System; and

- 5) United Way of Greater Cleveland in the amount not-to-exceed \$28,350.00 for Web-based Housing Listing Services.

Sponsor: County Executive FitzGerald/Division of Community Initiatives/  
Office of Homeless Services

Committee Assignment and Chair: Health, Human Services & Aging –  
Brady

## 15. CONSIDERATION OF RESOLUTIONS FOR THIRD READING ADOPTION

- a) R2012-0196: A Resolution authorizing the issuance of not-to-exceed \$15,100,000.00 County of Cuyahoga, Ohio, Economic Development Refunding Revenue Bonds (University School project), in two or more series, for the purpose of refunding the remaining outstanding principal amount of the \$15,845,000.00 County of Cuyahoga, Ohio, Economic Development Refunding Revenue Bonds, Series 2009 (University School project), which were issued to provide funds to assist University School in the refinancing of costs of a “Project” within the meaning of Chapter 165, Ohio Revised Code; authorizing the execution and delivery of a loan agreement pertaining to the project and a trust indenture securing the payment of the Bonds; authorizing the execution and delivery of a bond purchase agreement and authorizing the execution and delivery of certain other documents and actions in connection with the issuance of such Bonds; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Department of Development

Bond Counsel: Squire, Sanders (US) LLP

- b) R2012-0201: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$39,721,000.00 to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for county offices and functions, and improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget &  
Management

Bond Counsel: Squire, Sanders (US) LLP



- c) R2012-0202: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$21,350,000.00 to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving county jail, correctional and juvenile detention facilities and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

- d) R2012-0203: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$1,205,000.00 to provide funds to pay costs of acquiring radios and other communications equipment, together with all necessary appurtenances, for use in carrying out functions of the sheriff's department; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

- e) R2012-0204: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$880,000.00 to provide funds to pay costs of improving the county fairgrounds by acquiring, constructing and installing a wind turbine and related equipment to provide electric power to the fairgrounds; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

- f) R2012-0205: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$847,000.00 to provide funds to pay costs of reconstructing, resurfacing and otherwise improving and equipping runways at the county airport, together with necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

- g) R2012-0206: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$36,925,000.00 to advance refund at a lower interest cost all or a portion of the \$36,925,000.00 of the county's outstanding county building and facilities bonds, series 2004, that are stated to mature on December 1 in each of the years from 2015 through 2024, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for county offices and functions, and acquiring, improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

- h) R2012-0207: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$8,975,000.00 to advance refund at a lower interest cost all or a portion of the \$8,975,000.00 of the county's outstanding county correctional and detention facilities improvement bonds, series 2004, that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving county jail, correctional and juvenile detention facilities and acquiring and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

- i) R2012-0208: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$1,065,000.00 to advance refund at a lower interest cost all or a portion of the \$1,065,000.00 of the county's outstanding capital improvement bonds, series 2004 (Orange Place Extension Project), that are stated to mature on December 1 in each of the years from 2015 through 2024, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds to pay the county's portion of the cost of improving Orange Place, in cooperation with the Village of Orange Village, by grading, draining, curbing, paving and constructing sidewalks, storm and sanitary sewers and water lines, in each case together with the necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

- j) R2012-0209: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$440,000.00 to advance refund at a lower interest cost all or a portion of the \$440,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Improvement No. 1460, Phase I), that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Improvement No. 1460, Phase I, being water lines in five roads in County Sewer District No. 14 in Olmsted Township; and declaring the necessity that this Resolution become immediately effective.

Sponsors: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management and Councilmember Gallagher

Bond Counsel: Squire, Sanders (US) LLP

- k) R2012-0210: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$90,000.00 to advance refund at a lower interest cost all or a portion of the \$90,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Improvement No. 1460, Phase II), that are stated to mature on December 1 in each of the years from 2015 through 2024, all of which were issued as a part of a consolidated issue of capital improvement bonds, series

2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Improvement No. 1460, Phase II, a 12-inch waterline and appurtenances in Sharp Road from Sprague Road to Schady Road, in County Sewer District No. 14 in Olmsted Township; and declaring the necessity that this Resolution become immediately effective.

Sponsors: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management and Councilmember Gallagher

Bond Counsel: Squire, Sanders (US) LLP

- l) R2012-0211: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$110,000.00 to advance refund at a lower interest cost all or a portion of the \$110,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Water Improvement No. 2300), that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Water Improvement No. 2300 in County Sewer District No. 23 in Chagrin Falls Township; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

- m) R2012-0213: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$2,020,000.00 to provide funds for the county's contribution to the acquisition and equipping of the Village of Highland Hills municipal building, and the renovation and construction and reconstruction of improvements thereto, including necessary appurtenances thereto, which building is to be used jointly by the Village and the county as a community center for governmental and civic purposes in accordance with a cooperative agreement between the Village and the County; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

**16. CONSIDERATION OF ORDINANCES FOR THIRD READING ADOPTION**

- a) O2012-0025: An Ordinance amending Section 6.12 of the County's Human Resources Personnel Policies and Procedures Manual to make it mandatory for the County to use direct deposit for paying employees' compensation, effective 11/1/2012; and declaring the necessity that this Ordinance become immediately effective.

Sponsors: County Executive FitzGerald/Fiscal Officer and Department of Human Resources on behalf of Human Resource Commission

- b) O2012-0029: An Ordinance authorizing the renaming of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency to Cuyahoga Job and Family Services (CJFS); and declaring the necessity that this Ordinance become immediately effective.

Sponsor: County Executive FitzGerald/Department of Health and Human Services

**17. MISCELLANEOUS COMMITTEE REPORTS**

**18. MISCELLANEOUS BUSINESS**

**19. PUBLIC COMMENT UNRELATED TO AGENDA**

**20. ADJOURNMENT**

NEXT MEETINGS

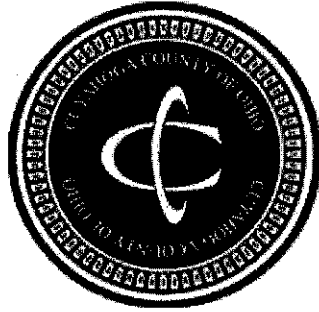
SPECIAL MEETING/  
EXECUTIVE SESSION:

THURSDAY, OCTOBER 25, 2012  
9:00 AM / COUNCIL CHAMBERS

REGULAR MEETING:

TUESDAY, NOVEMBER 13, 2012  
5:00 PM / COUNCIL CHAMBERS

\*In accordance with Ordinance No. O2011-0020, complimentary parking in the Huntington Park Garage will be available for the public **beginning at 4:00 p.m.** on any day when the Council or any of its committees holds evening meetings. Please see the Clerk to obtain a parking pass.



## MINUTES

CUYAHOGA COUNTY COMMITTEE OF THE WHOLE MEETING  
TUESDAY, OCTOBER 9, 2012  
CUYAHOGA COUNTY JUSTICE CENTER  
COUNCIL CHAMBERS – 1<sup>ST</sup> FLOOR  
4:00 PM

### 1. CALL TO ORDER

**Due to the nature of the item referred to Committee, Council President Connally requested that Councilmember Schron preside over the meeting. Chairman Schron then called the meeting to order at 4:03 p.m.**

### 2. ROLL CALL

**Mr. Schron asked Clerk Schmotzer to call the roll. Committee members Brady, Germana, Gallagher, Schron, Conwell, Jones, Rogers, Connally, Greenspan and Miller were in attendance and a quorum was determined. Councilmember Simon entered the meeting shortly after the roll call was taken.**

### 3. PUBLIC COMMENT RELATED TO THE AGENDA

**No public comments were given.**

### 4. APPROVAL OF MINUTES

- a) August 28, 2012

**A motion was made by Mr. Greenspan, seconded by Mr. Brady and approved by unanimous vote to approve the minutes of the August 28, 2012 meeting.**

### 5. MATTERS REFERRED TO COMMITTEE

- a) O2012-0011: An Ordinance establishing a Casino Revenue Fund for the purpose of collecting and expending proceeds from gross casino revenues, and determining the uses for such proceeds and the time frames for such uses.

**Mr. Schron introduced a proposed substitute to Ordinance No. O2012-0011. Discussion ensued.**

**A motion was then made by Mr. Schron, seconded by Mr. Brady and approved by unanimous vote to accept the proposed substitute to Ordinance No. O2012-0011.**

**On a motion by Mr. Brady with a second by Mr. Germana, Ordinance No. O2012-0011 was considered and approved by majority vote to be referred to the full Council agenda for second reading, as substituted, with Committee member Simon casting the only dissenting vote.**

**A motion was then made by Ms. Simon and seconded by Mr. Greenspan to amend Ordinance No. O2012-0011 by deleting "*downtown district*" before "*development projects*" and inserting "*or County Council*" after "*Executive*" in Section 5(a). The motion failed on a vote of 5 to 6 with Committee members Greenspan, Miller, Jones, Rogers and Simon voting in the affirmative and Committee members Brady, Germana, Gallagher, Schron, Conwell and Connally casting dissenting votes.**

**6. MISCELLANEOUS BUSINESS**

**There was no miscellaneous business.**

**7. OTHER PUBLIC COMMENT**

**No public comments were given.**

**8. ADJOURNMENT**

**With no further business to discuss, the meeting was adjourned by Chairman Schron at 4:42 p.m., without objection.**



## **MINUTES**

**CUYAHOGA COUNTY COUNCIL REGULAR MEETING**

**TUESDAY, OCTOBER 9, 2012**

**CUYAHOGA COUNTY JUSTICE CENTER**

**COUNCIL CHAMBERS – 1<sup>ST</sup> FLOOR**

**5:00 PM**

### **1. CALL TO ORDER**

**The meeting was called to order by Council President Connally at 5:00 p.m.**

### **2. ROLL CALL**

**Council President Connally asked Clerk Schmotzer to call the roll. Councilmembers Brady, Germana, Gallagher, Schron, Conwell, Jones, Rogers, Simon, Greenspan, Miller and Connally were in attendance and a quorum was determined.**

### **3. PLEDGE OF ALLEGIANCE**

**The Pledge of Allegiance was recited.**

### **4. SILENT MEDITATION**

**Council President Connally requested there be a moment of silent meditation for personal reflection.**

### **5. PUBLIC COMMENT RELATED TO AGENDA**

**The following individuals addressed Council regarding issues of concern to them relating to Resolution No. R2012-0189, a Resolution making an award on RQ22640 to Brigadier Construction Services, LLC, in the amount of \$6,444,000.00 for the Cuyahoga County Corrections Center Jail Kitchen Renovation Project:**

- a) Ms. Shawnte Thompson**
- b) Ms. Audra Zarlenga, Esq.**
- c) Mr. Norman Edwards**



6. APPROVAL OF MINUTES

- a) September 25, 2012 Regular Meeting

**A motion was made by Mr. Greenspan, seconded by Mr. Rogers and approved by unanimous vote to approve the minutes of the September 25, 2012 regular meeting.**

7. ANNOUNCEMENTS FROM THE COUNCIL PRESIDENT

**Council President Connally reported the following:**

- 1) Congratulated Deputy Clerk of Council Nikima Barnhill and her husband David Muller, who were married by Council President Connally in Council Chambers on Friday, October 5, 2012; and**
- 2) Announced there are 15 open board appointments available for the Citizens' Committee as established by the Equity Plan adopted by Council. Candidates should be prepared to meet on a quarterly basis and produce semi-annual reports and recommendations relating to the Equity Plan. There is also a vacancy on the Soldiers and Sailors Monument Commission. Veterans will receive preference for this appointment and applications are available on the County website.**

**In accordance with Rule 6B of the County Council Rules, a motion was made by Mr. Schron, seconded by Mr. Miller and approved by unanimous vote to add Ordinance No. O2012-0011 to the agenda as an additional item under No. 14.**

- a) Presentation of various Proclamations to commemorate October as awareness month in Cuyahoga County:
- 1) Breast Cancer

**Ms. Deb Ferenc, General Administrator of the Breast Cancer Fund of Ohio, addressed Council regarding commemorating October as Breast Cancer Awareness Month in Cuyahoga County.**

- 2) Disability Employment

**Ms. Nancy Siedel, representing the Advisory Committee on Persons with Disabilities, and Ms. Vanessa Pesec, Vice Chair of the Advisory Committee on Persons with Disabilities, addressed Council regarding commemorating October as Disability Employment Awareness Month in Cuyahoga County.**

- 3) Cyber Security

**Mr. Jeff Mowry, Chief Information Officer, and Mr. Joseph Hernandez, Security Analyst, addressed Council regarding commemorating October as Cyber Security Awareness Month in Cuyahoga County.**

**8. MESSAGES FROM THE COUNTY EXECUTIVE**

**County Executive FitzGerald reported the following:**

- 1) Addressed comments made in the Cleveland Plain Dealer relating to the Ohio Department of Transportation and the Ohio Turnpike study. The last Town Hall meeting took place in Lucas County and there are two more meetings scheduled to take place in Mahoning and Erie Counties. Council will be notified when the dates and times are set; and**
- 2) Announced there are two Town Hall meetings scheduled to take place; one on Wednesday, October 10, 2012 at 7:30 p.m. in Gates Mills with the Gates Mills Improvement Association and one on Thursday, October 18, 2012 in Parma at Parma City Hall. The U.S. Attorney's Office is also hosting a Consumer Fraud Summit on Thursday, October 11, 2012 at 12:00 p.m.**

**9. CONSIDERATION OF A CEREMONIAL RESOLUTION FOR FIRST READING ADOPTION UNDER SUSPENSION OF RULES**

**A motion was made by Ms. Simon, seconded by Mr. Gallagher and approved by unanimous vote to suspend Rules 9D and 12A and to place on final passage Resolution No. R2012-0214.**

- a) R2012-0214: A Resolution honoring the Taoiseach of Ireland, Enda Kenny, on the occasion of his visit; honoring the Republic of Ireland and the County of Mayo for the contributions of Irish-Americans in Cuyahoga County; declaring Cuyahoga County's commitment to preserve and cultivate economic ties with the Republic of Ireland and County Mayo; and declaring the necessity that this Resolution become immediately effective.

**Sponsors: County Executive FitzGerald and Council President Connally and Councilmember Gallagher**

**On a motion by Mr. Miller with a second by Ms. Conwell, Resolution No. R2012-0214 was considered and adopted by unanimous vote.**

**10. COMMITTEE REPORT AND CONSIDERATION OF A MOTION OF COUNCIL FOR SECOND READING AND REFERRAL TO COMMITTEE**

- a) M2012-0025: A Motion confirming the County Executive's appointment of individuals to serve on the Cuyahoga County Charter Review Commission, and declaring the necessity that this Motion become immediately effective:

- 1) Patrick McLaughlin
- 2) Shawn Riley
- 3) Kenneth Callahan
- 4) Bruce Akers
- 5) Nancy Dietrich
- 6) William Tarter
- 7) Davida Russell
- 8) Mylayna Albright
- 9) Miesha Headen

Sponsor: Council President Connally

Committee Assignment and Chair: Human Resources, Appointments & Equity – Conwell

**Council President Connally referred Motion No. M2012-0025 to the Human Resources, Appointments & Equity Committee.**

**11. COMMITTEE REPORT AND CONSIDERATION OF A MOTION OF COUNCIL FOR SECOND READING ADOPTION UNDER SUSPENSION OF RULES**

**A motion was made by Ms. Simon, seconded by Mr. Gallagher and approved by unanimous vote to suspend Rule 9D and to place on final passage Motion No. M2012-0026.**

- a) M2012-0026: A Motion confirming the County Executive's appointment of Jan L. Roller to serve on the Cleveland-Cuyahoga County Port Authority Board of Directors, and declaring the necessity that this Motion become immediately effective.

Sponsors: Council President Connally and Councilmembers Brady and Simon

Committee Assignment and Chair: Human Resources, Appointments & Equity – Conwell

**On a motion by Ms. Conwell with a second by Mr. Schron, Motion No. M2012-0026 was considered and adopted by unanimous vote.**

12. CONSIDERATION OF A RESOLUTION OF COUNCIL FOR FIRST READING AND REFERRAL TO COMMITTEE

- a) R2012-0215: A Resolution approving The MetroHealth System's policies and procedures to participate in one or more group purchasing associations for the purpose of acquiring supplies, equipment and services provided through joint purchasing arrangements in order to achieve beneficial purchasing arrangements for the year 2013, in accordance with Ohio Revised Code Section 339.05; and declaring the necessity that this Resolution become immediately effective.

Sponsors: Council President Connally on behalf of The MetroHealth System

**Council President Connally referred Resolution No. R2012-0215 to the Public Works, Procurement & Contracting Committee.**

13. COMMITTEE REPORTS AND CONSIDERATION OF RESOLUTIONS OF COUNCIL FOR SECOND READING ADOPTION UNDER SUSPENSION OF RULES

**A motion was made by Ms. Simon, seconded by Mr. Gallagher and approved by unanimous vote to suspend Rule 9D and to place on final passage Resolution Nos. R2012-0190 and R2012-0212.**

- a) R2012-0190: A Resolution approving the City of Cleveland to retain a certain City Land Bank parcel for devotion to public use to construct a new Third District Police Station, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Council President Connally and Councilmembers Conwell and Jones

Committee Assignment and Chair: Finance & Budgeting – Miller

**On a motion by Mr. Miller with a second by Ms. Conwell, Resolution No. R2012-0190 was considered and adopted by unanimous vote.**

- b) R2012-0212: A Resolution adopting the 2013 - 2028 Solid Waste Management Plan Update for the Cuyahoga County Solid Waste Management District, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmember Rogers on behalf of Cuyahoga County Solid Waste Management District and Councilmembers Simon and Germana

Committee Assignment and Chair: Environment & Sustainability – Rogers

On a motion by Mr. Rogers with a second by Ms. Simon, Resolution No. R2012-0212 was considered and adopted by unanimous vote.

**14. COMMITTEE REPORT AND CONSIDERATION OF AN ORDINANCE OF COUNCIL FOR SECOND READING**

[Note: In accordance with Rule 6B of the County Council Rules, the following item was added to the agenda and read into the record by the Clerk of Council.]

- a) **O2012-0011**: An Ordinance establishing a Casino Revenue Fund for the purpose of collecting and expending proceeds from gross casino revenues, and determining the uses for such proceeds and the time frames for such uses.

Clerk Schmotzer read Ordinance No. O2012-0011 into the record.

This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.

**15. CONSIDERATION OF A RESOLUTION FOR FIRST READING ADOPTION UNDER SUSPENSION OF RULES**

A motion was made by Ms. Simon, seconded by Mr. Gallagher and approved by unanimous vote to suspend Rules 9D and 12A and to place on final passage Resolution No. R2012-0216.

- a) **R2012-0216**: A Resolution amending the 2012/2013 Biennial Operating Budget for 2012 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, in order to meet the budgetary needs of various County departments, offices and agencies; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

On a motion by Mr. Miller with a second by Ms. Simon, Resolution No. R2012-0216 was considered and adopted by unanimous vote.

**16. CONSIDERATION OF A RESOLUTION FOR FIRST READING ADOPTION UNDER SUSPENSION OF RULES / EXECUTIVE SESSION**

[Note: Item No. 16 was taken out of order after Item No. 24 on the agenda.]

A motion was then made by Ms. Simon, seconded by Mr. Germana and approved by unanimous roll-call vote to move to Executive Session for the purpose of discussing matters concerning collective bargaining, and for no other purpose whatsoever. Executive Session was then called to order by Council President Connally at 6:40 p.m. The following members were present: Councilmembers Brady, Germana, Gallagher, Schron, Conwell, Jones, Rogers, Simon, Greenspan, Miller and Connally. The following additional attendees were present: Director of Law Majeed Makhoul, Assistant Law Director Joseph Boatwright, Assistant Law Director Christopher Russ, Deputy Law Director Nora Hurley, Human Resources Director Elise Hara, County Executive Ed FitzGerald and Mr. Mike Salay, Food Service Supervisor for the Office of the Sheriff. At 6:53 p.m. Executive Session was adjourned, without objection, and Council President Connally then reconvened the regular meeting.

A motion was then made by Ms. Simon, seconded by Mr. Gallagher and approved by unanimous vote to suspend Rules 9D and 12A and to place on final passage Resolution No. R2012-0217.

- a) R2012-0217: A Resolution approving a Collective Bargaining Agreement between Cuyahoga County and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, U.A.W. Region 2-B, covering approximately 18 employees in the classifications of Cooks, Laundry and Custodial Workers in the County Sheriff's Department, effective through 6/30/2015; directing that funds necessary to implement the Collective Bargaining Agreement be budgeted and appropriated; authorizing the County Executive to execute all documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/County Sheriff and Department of Law

**On a motion by Mr. Schron with a second by Mr. Germana, Resolution No. R2012-0217 was considered and adopted by unanimous vote.**

#### 17. CONSIDERATION OF RESOLUTIONS FOR FIRST READING AND REFERRAL TO COMMITTEE

- a) R2012-0218: A Resolution making awards on RQ24243 to various providers for debt collection services for the Cuyahoga County Clerk of Courts for the period 11/1/2012 - 10/31/2014; authorizing the County Executive to execute the revenue generating agreements and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective:
  - 1) NCO Financial Systems, Inc.
  - 2) Weltman, Weinberg & Reis Co., L.P.A.

Sponsors: County Executive FitzGerald/Clerk of Courts and Councilmembers Connally and Gallagher

**Council President Connally referred Resolution No. R2012-0218 to the Finance & Budgeting Committee.**

- b) R2012-0219: A Resolution authorizing the issuance and sale of health care and independent living facilities revenue bonds, Series 2012 (Eliza Jennings Senior Care Network Project), in an aggregate principal amount not to exceed \$25,000,000.00 for the purposes of (i) currently refunding bonds issued by the County, and (ii) paying certain costs of issuance; providing for the assignment of revenues for the payment of those bonds; authorizing the execution and delivery of Amendments to Base Leases, Amendments to Leases, Supplemental Trust Indentures, a Bond Purchase Agreement, a First Amended Assignment of Rights under Leases, a First Amended Assignment of Basic Rent and other instruments and documents in connection with the issuance of those bonds; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Department of Development

Bond Counsel: Calfee, Halter & Griswold LLP

**Council President Connally referred Resolution No. R2012-0219 to the Economic Development & Planning Committee.**

- c) R2012-0220: A Resolution authorizing an amendment to Contract No. CE1200346-01 with Applewood Centers, Inc. for the Staff Secure Shelter Program and Placement Planning Day Report services for the period 6/1/2012 - 5/31/2014 to decrease the time period to 6/30/2013 and for additional funds in the amount of \$800,000.00; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution.

Sponsor: County Executive FitzGerald on behalf of Juvenile Court

**Council President Connally referred Resolution No. R2012-0220 to the Justice Affairs Committee.**

- d) R2012-0221: A Resolution authorizing a grant agreement with City of Cleveland in the amount not-to-exceed \$1,273,537.00 for implementation of the Emergency Solutions Grant Program for the period 10/1/2012 - 12/31/2013; authorizing the County Executive to execute the agreement and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Division of Community Initiatives/  
Office of Homeless Services

**Council President Connally referred Resolution No. R2012-0221 to the Health,  
Human Services & Aging Committee.**

- e) R2012-0222: A Resolution making awards on RQ24301 to various providers in the total amount not-to-exceed \$2,401,782.00 for the Emergency Solutions Grant Program for the period 10/1/2012 - 12/31/2013; authorizing the County Executive to execute the contracts and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective:
- 1) Cleveland Mediation Center in the amount not-to-exceed \$685,600.00 for Diversion Services.
  - 2) Cleveland Tenants Organization in the amount not-to-exceed \$98,000.00 for Homeless Prevention Information and Referral Services.
  - 3) Emerald Development & Economic Network, Inc. in the amount not-to-exceed \$869,832.00 for Rapid Re-housing Services.
  - 4) Mental Health Services, Inc. in the amount not-to-exceed \$720,000.00 for implementation of a Coordinated Assessment and Intake System.
  - 5) United Way of Greater Cleveland in the amount not-to-exceed \$28,350.00 for Web-based Housing Listing Services.

Sponsor: County Executive FitzGerald/Division of Community Initiatives/  
Office of Homeless Services

**Council President Connally referred Resolution No. R2012-0222 to the Health,  
Human Services & Aging Committee.**

#### 18. COMMITTEE REPORTS AND CONSIDERATION OF RESOLUTIONS FOR SECOND READING

**A motion was made by Mr. Miller, seconded by Mr. Germana and approved by unanimous vote to suspend Rule 9C and waive reading the legislation by full title and permit a reading by brief title and description to constitute the second reading for Resolution Nos. R2012-0196, R2012-0201, R2012-0202, R2012-0203, R2012-0204, R2012-0205, R2012-0206, R2012-0207, R2012-0208, R2012-0209, R2012-0210, R2012-0211 and R2012-0213.**

- a) R2012-0196: A Resolution authorizing the issuance of not-to-exceed \$15,100,000.00 County of Cuyahoga, Ohio, Economic Development



Refunding Revenue Bonds (University School project), in two or more series, for the purpose of refunding the remaining outstanding principal amount of the \$15,845,000.00 County of Cuyahoga, Ohio, Economic Development Refunding Revenue Bonds, Series 2009 (University School project), which were issued to provide funds to assist University School in the refinancing of costs of a "Project" within the meaning of Chapter 165, Ohio Revised Code; authorizing the execution and delivery of a loan agreement pertaining to the project and a trust indenture securing the payment of the Bonds; authorizing the execution and delivery of a bond purchase agreement and authorizing the execution and delivery of certain other documents and actions in connection with the issuance of such Bonds; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Department of Development

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Economic Development & Planning – Schron

**Clerk Schmotzer read Resolution No. R2012-0196 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- b) R2012-0201: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$39,721,000.00 to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for county offices and functions, and improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0201 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- c) R2012-0202: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$21,350,000.00 to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving county jail, correctional and juvenile detention facilities and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0202 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- d) R2012-0203: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$1,205,000.00 to provide funds to pay costs of acquiring radios and other communications equipment, together with all necessary appurtenances, for use in carrying out functions of the sheriff's department; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0203 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- e) R2012-0204: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$880,000.00 to provide funds to pay costs of improving the county fairgrounds by acquiring,

constructing and installing a wind turbine and related equipment to provide electric power to the fairgrounds; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0204 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- f) R2012-0205: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$847,000.00 to provide funds to pay costs of reconstructing, resurfacing and otherwise improving and equipping runways at the county airport, together with necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0205 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- g) R2012-0206: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$36,925,000.00 to advance refund at a lower interest cost all or a portion of the \$36,925,000.00 of the county's outstanding county building and facilities bonds, series 2004, that are stated to mature on December 1 in each of the years from 2015 through 2024, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for county offices and functions, and acquiring, improving and equipping sites for such buildings, facilities and structures,

in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0206 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- h) R2012-0207: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$8,975,000.00 to advance refund at a lower interest cost all or a portion of the \$8,975,000.00 of the county's outstanding county correctional and detention facilities improvement bonds, series 2004, that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving county jail, correctional and juvenile detention facilities and acquiring and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0207 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- i) R2012-0208: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$1,065,000.00 to advance refund at a lower interest cost all or a portion of the \$1,065,000.00 of the

county's outstanding capital improvement bonds, series 2004 (Orange Place Extension Project), that are stated to mature on December 1 in each of the years from 2015 through 2024, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds to pay the county's portion of the cost of improving Orange Place, in cooperation with the Village of Orange Village, by grading, draining, curbing, paving and constructing sidewalks, storm and sanitary sewers and water lines, in each case together with the necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0208 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- j) R2012-0209: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$440,000.00 to advance refund at a lower interest cost all or a portion of the \$440,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Improvement No. 1460, Phase I), that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Improvement No. 1460, Phase I, being water lines in five roads in County Sewer District No. 14 in Olmsted Township; and declaring the necessity that this Resolution become immediately effective.

Sponsors: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management and Councilmember Gallagher

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0209 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- k) R2012-0210: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$90,000.00 to advance refund at a lower interest cost all or a portion of the \$90,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Improvement No. 1460, Phase II), that are stated to mature on December 1 in each of the years from 2015 through 2024, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Improvement No. 1460, Phase II, a 12-inch waterline and appurtenances in Sharp Road from Sprague Road to Schady Road, in County Sewer District No. 14 in Olmsted Township; and declaring the necessity that this Resolution become immediately effective.

Sponsors: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management and Councilmember Gallagher

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0210 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- l) R2012-0211: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$110,000.00 to advance refund at a lower interest cost all or a portion of the \$110,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Water Improvement No. 2300), that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Water Improvement No. 2300 in County Sewer District No. 23 in Chagrin Falls Township; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0211 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- m) R2012-0213: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$2,020,000.00 to provide funds for the county's contribution to the acquisition and equipping of the Village of Highland Hills municipal building, and the renovation and construction and reconstruction of improvements thereto, including necessary appurtenances thereto, which building is to be used jointly by the Village and the county as a community center for governmental and civic purposes in accordance with a cooperative agreement between the Village and the County; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management

Bond Counsel: Squire, Sanders (US) LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Resolution No. R2012-0213 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

**19. COMMITTEE REPORTS AND CONSIDERATION OF RESOLUTIONS FOR SECOND READING ADOPTION UNDER SUSPENSION OF RULES**

**A motion was made by Ms. Simon, seconded by Mr. Gallagher and approved by unanimous vote to suspend Rule 9D and to place on final passage Resolution Nos. R2012-0189, R2012-0194, R2012-0195, R2012-0197, R2012-0198. R2012-0199 and R2012-0200**

- a) R2012-0189: A Resolution making an award on RQ22640 to Brigadier Construction Services, LLC, in the amount of \$6,444,000.00 for the Cuyahoga County Corrections Center Jail Kitchen Renovation Project;

authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution; and declaring the necessity that this Resolution become immediately effective.

Sponsors: County Executive FitzGerald/Department of Public Works and Councilmembers Gallagher, **Simon, Rogers, Jones, Germana, Conwell and Connally**

Committee Assignment and Chair: Public Safety – Gallagher

**On a motion by Mr. Rogers with a second by Ms. Simon, Resolution No. R2012-0189 was considered and adopted by majority vote, with Councilmember. Greenspan casting the only dissenting vote.**

- b) R2012-0194: A Resolution declaring that public convenience and welfare requires reconstruction of Columbia Road, Cook Road, Mapleway Drive, River Road and Water Street in the City of Olmsted Falls and Olmsted Township; total estimated construction cost \$576,792.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into agreements of cooperation with said municipality and township in connection with said project.

Sponsors: County Executive FitzGerald/Department of Public Works/ Division of County Engineer and Councilmembers Jones, Gallagher and Greenspan

Committee Assignment and Chair: Public Works, Procurement & Contracting – Jones

**On a motion by Mr. Jones with a second by Mr. Miller, Resolution No. R2012-0194 was considered and adopted by unanimous vote.**

- c) R2012-0195: A Resolution making an award on RQ23208 to Mead and Hunt, Inc. in the amount not-to-exceed \$897,252.28 for an environmental assessment study for the Cuyahoga County Airport for improvements included in the Master Plan Update and future Airport Layout Plan; authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution; and declaring the necessity that this Resolution become immediately effective.

Sponsors: County Executive FitzGerald/Department of Public Works/ Division of County Engineer **and Councilmembers Simon, Germana, Rogers and Conwell**

Committee Assignment and Chair: Environment & Sustainability – Rogers



**On a motion by Mr. Miller with a second by Mr. Rogers, Resolution No. R2012-0195 was considered and adopted by unanimous vote.**

- d) R2012-0197: A Resolution authorizing an agreement with the Village of North Randall for participation in the Cuyahoga County Benefits Regionalization Program for the period 9/1/2012 - 12/31/2014, and authorizing the County Executive to execute the agreement and all other documents consistent with this Resolution.

Sponsors: County Executive FitzGerald/Department of Human Resources and Council President Connally

Committee Assignment and Chair: Human Resources, Appointments & Equity – Conwell

**On a motion by Mr. Schron with a second by Ms. Conwell, Resolution No. R2012-0197 was considered and adopted by unanimous vote.**

- e) R2012-0198: A Resolution making an award on RQ24643 to Cleveland Communications, Inc. in the amount of \$1,204,191.88 for the purchase of 56 Harris Unity Mobile and 190 Portable Multi-Band Radios and accessories for the County Sheriff's Office; authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution.

Sponsor: County Executive FitzGerald/Office of Procurement & Diversity

Committee Assignment and Chair: Public Safety – Gallagher

**On a motion by Mr. Miller with a second by Mr. Schron, Resolution No. R2012-0198 was considered and adopted by unanimous vote.**

- f) R2012-0199: A Resolution authorizing an amendment to Contract No. CE1000688-01 with Goodwill Industries of Greater Cleveland and East Central Ohio, Inc. for Staffing for Unpaid Work Experience and Community Service Programs for Ohio Works First cash recipients for the period 10/1/2010 - 9/30/2012 to extend the time period to 9/30/2013 and for additional funds in the amount of \$571,550.00; 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.

Sponsor: County Executive FitzGerald/Department of Health and Human Services/Division of Employment and Family Services/Cuyahoga Support Enforcement Agency

Committee Assignment and Chair: Health, Human Services & Aging –  
Brady

**On a motion by Mr. Brady with a second by Ms. Conwell, Resolution No. R2012-0199 was considered and adopted by unanimous vote.**

- g) R2012-0200: A Resolution approving a license fee of \$20.00 for all dogs, effective 12/1/2012; and declaring the necessity that this Resolution become immediately effective.

Sponsors: County Executive FitzGerald/Fiscal Officer and Councilmember Simon

Committee Assignment and Chair: Finance & Budgeting – Miller

**On a motion by Ms. Simon with a second by Mr. Miller, Resolution No. R2012-0200 was considered and adopted by majority vote, with Councilmembers Greenspan and Schron casting dissenting votes.**

#### 20. CONSIDERATION OF A RESOLUTION FOR THIRD READING ADOPTION

- a) R2012-0174: A Resolution authorizing an Economic Development Loan in the amount not-to-exceed \$566,312.00 to NSL Analytical Services, Inc. for purchase of test equipment for a facility located at 4535 Renaissance Parkway, Warrensville Heights; authorizing the Deputy Chief of Staff of Development or Director of Development to execute all documents consistent with said loan and this Resolution.

Sponsors: County Executive FitzGerald/Department of Development and Councilmember Connally

**On a motion by Mr. Schron with a second by Ms. Conwell, Resolution No. R2012-0174 was considered and adopted by unanimous vote.**

#### 21. CONSIDERATION OF AN ORDINANCE FOR FIRST READING AND REFERRAL TO COMMITTEE

- a) O2012-0030: An Ordinance establishing the organizational structure of the Department of Development and creating divisions within the department, and declaring the necessity that this Ordinance become immediately effective.

Sponsor: County Executive FitzGerald/Department of Development

**Council President Connally referred Ordinance No. O2012-0030 to the Economic Development & Planning Committee.**

**22. COMMITTEE REPORTS AND CONSIDERATION OF ORDINANCES FOR SECOND READING**

- a) O2012-0025: An Ordinance amending Ordinance No. O2011-0028, which adopted the Cuyahoga County Human Resources Personnel Policies and Procedures Manual, to amend Section 6.12 to mandate the use of direct deposit for paying employees' compensation; and declaring the necessity that this Ordinance become immediately effective.

Sponsor: County Executive FitzGerald/Fiscal Officer and Department of Human Resources

Committee Assignment and Chair: Human Resources, Appointments & Equity – Conwell

**Clerk Schmotzer read Ordinance No. O2012-0025 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

- b) O2012-0029: An Ordinance authorizing the renaming of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency to Cuyahoga Job and Family Services (CJFS); and declaring the necessity that this Ordinance become immediately effective.

Sponsor: County Executive FitzGerald/Department of Health and Human Services

Committee Assignment and Chair: Health, Human Services & Aging – Brady

**Clerk Schmotzer read Ordinance No. O2012-0029 into the record.**

**This item will move to the October 23, 2012 Council meeting agenda for consideration for third reading adoption.**

**23. MISCELLANEOUS COMMITTEE REPORTS**

**Mr. Miller reported that the Finance & Budgeting Committee will meet on Monday, October 15, 2012 at 1:00 p.m.**

**Mr. Brady reported that the Health, Human Services & Aging Committee will meet on Thursday, October 11, 2012 at 1:00 p.m.**

**Mr. Jones reported that the Public Works, Procurement & Contracting Committee will meet on Thursday, October 11, 2012 at 11:00 a.m.**

**Ms. Simon reported that the Justice Affairs Committee will meet on Friday, October 12, 2012 at 11:30 a.m.**

**Mr. Greenspan reported that there will be a Town Hall meeting on Thursday, October 18, 2012 at 7:00 p.m. at Tri-C's Westshore Campus to discuss the County Board of Elections process.**

**Mr. Schron reported that he will also attend the meeting of the Gates Mills Improvement Association on Wednesday, October 10, 2012 with County Executive FitzGerald.**

#### **24. MISCELLANEOUS BUSINESS**

**There was no miscellaneous business.**

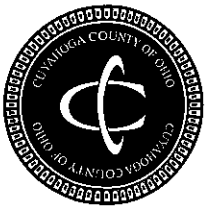
#### **25. PUBLIC COMMENT UNRELATED TO AGENDA**

**The following individuals addressed Council regarding issues of concern to them relating to closing the South Euclid Lyndhurst branch of the Cuyahoga County Public Library:**

- a) Ms. Kathy Schaefer**
- b) Ms. Fran Mentsch**

#### **26. ADJOURNMENT**

**With no further business to discuss, Council President Connally adjourned the meeting at 6:55 p.m., without objection.**



**EDWARD FITZGERALD**  
Cuyahoga County Executive

Oct 18, 2012

C. Ellen Connally  
Council President  
County Administration Building  
1219 Ontario Street  
Cleveland, Ohio 44113

Dear Council President Connally,

The attached document lists the items that County Executive Edward FitzGerald approved and/or signed in September 2012. This list includes: the contracts, purchases or sales executed; all grants or loans made or received for more than \$50,000; and the change orders and amendments in which the total additions exceeds \$50,000.

Please contact me at (216) 263-4606 if you would like additional information on any of these contracts or items.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David Merriman". The signature is fluid and cursive, written over a white background.

David Merriman  
Special Assistant to the Executive

<b>Department, Summary</b>
Common Pleas Court/Corrections Planning Board, submitting a grant award from Ohio Department of Alcohol and Drug Addiction Services Board in the amount of \$558,614.00 for FY2013 Treatment Alternatives to Street Crime Grant Program for the period 7/1/2012 -6/30/2013.
Common Pleas Court, submitting an amendment to Contract No. CE0800654-03 with Sadler- NeCamp Financial Services, Inc. dba PROWARE for maintenance on the Civil Criminal Justice Information System for the period 1/1/2008 - 1/31/2013 for additional funds in the amount not-to-exceed \$173,645.00.
Common Pleas Court/Corrections Planning Board, submitting a grant award in the amount of \$137,910.00 from Ohio Department of Alcohol and Drug Addiction Services for the FY2013 Greater Cleveland Drug Court Project for the Treatment Alternatives to Street Crime Program for the period 7/1/2012 - 6/30/2013.
County Prosecutor, recommending to employ Craig S. Miller of Ulmer & Berne, LLP in the amount of \$20,000 to serve as arbitrator in <u>Board of County Commissioners of Cuyahoga County vs. ClevelandTimesSquareHoldingsatSixPoints,LLC,etal.</u> , Case No. CV-09-681954, in accordance with Ohio Revised Code Section 305.14(A).
County Sheriff, submitting a sole source exemption on RQ24862, which will result in a contract with Total ID Solutions, Inc. in the amount of \$6,920.00 for maintenance and support on the Carrying Concealed Weapons ID system for the period 10/1/2012 - 9/30/2012.
County Sheriff, submitting a Whiskey Island Marina Dockage Lease agreement with Whiskey Island Partners, L.P. for Summer dockage and Winter storage for the period 9/1/2012 - 10/15/2013.
County Sheriff, submitting an amendment to a grant agreement from U.S. Department of Justice, Office of Community Oriented Policing Services for the FY2010 Child Sexual Predator Grant Program for the period 9/1/2010 - 8/31/2012 to extend the time period to 8/31/2013.
Department of Development, submitting a contract with American Building and Kitchen Products Inc. in the amount of \$11,400.00 for Lead Remediation for property located at 1871 Knowles Avenue, East Cleveland, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 9/4/2012 - 11/3/2012.
Department of Development, submitting a release and termination agreement among Greystone & Co., Inc. and The Huntington National Bank, as Trustee in connection with County of Cuyahoga, Ohio, Multifamily Housing Mortgage Revenue Bonds, for the Clifton Plaza Apartments Project.
Department of Development/Airport Division, submitting an amendment to Contract No.CE0900154-03, 07 with R.W. Armstrong & Associates, Inc. for Engineering Design Services:

<p>Year Two Pavement Maintenance Program for the period 2/12/2009 - 12/31/2014 for additional funds in the amount of \$40,000.00.</p>
<p>Department of Development/Airport Division, submitting an amendment to Contract No CE1100533-01, 02 with Tri Mor Corporation for the Year Two Pavement Maintenance Program: Aprons A1, B reconstruction and Aprons A2, C, D1 rehabilitation for the period 8/9/2011 -8/31/2012 for a decrease in the amount of (\$40,000.00).</p>
<p>Department of Public Safety &amp; Justice Services, submitting a sole source exemption on RQ24930, which will result in an award recommendation to Carasoft in the amount of \$2,872.74 for licenses and support services on the TerraGo Publisher for ArcGIS software.</p>
<p>Department of Public Safety and Justice Services/Public Safety Grants, submitting an agreement with the City of Brecksville in the amount not-to-exceed \$1,423.20 for reimbursement of eligible training expenses in connection with the FY2009 Port Security Grant Program for the period 5/30/2012 - 11/30/2012</p>
<p>Department of Public Safety and Justice Services/Public Safety Grants, submitting an agreement with City of Bedford Heights in the amount not-to-exceed \$180,000.00 for the FY2011 Assistance to Firefighters Grant Program for the period 1/1/2012 - 12/31/2012.</p>
<p>Department of Public Safety and Justice Services/Public Safety Grants, submitting an amendment to Contract No. CE1100363-01 with Community Assessment and Treatment Services, Inc. for treatment services in connection with the FY2010 Adult Treatment Drug Courts Grant Program for the period 9/30/2010 - 9/29/2013 for additional funds in the amount of \$79,561.00.</p>
<p>Department of Public Safety and Justice Services/Public Safety Grants, submitting an agreement with City of Rocky River in the amount not-to-exceed \$1,395.85 for reimbursement of eligible training expenses in connection with the FY2010 Interoperable Emergency Communication Grant Program for the period 6/1/2010 - 12/31/2012.</p>
<p>Department of Public Safety and Justice Services/Public Safety Grants, submitting an agreement with Cleveland Metropolitan Park District in the amount not-to-exceed \$99.25 for reimbursement of eligible training expenses in connection with the FY2010 Interoperable Emergency Communication Grant Program for the period 6/1/2010 - 12/31/2012.</p>
<p>Department of Development, submitting a contract with Paragon CMS in the amount of \$19,760.00 for Lead Remediation for property located at 3170 Ludlow, Shaker Heights, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 9/4/2012 - 11/3/2012.</p>
<p>Department of Development, submitting a contract with Paragon CMS in the amount of \$21,835.00 for Lead Remediation of property located at 14929/14931 Delaware Avenue,</p>

Lakewood, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 9/10/2012 - 11/9/2012.

Department of Public Safety and Justice Services, submitting an agreement with City of Cleveland (Law Department) in the amount not-to-exceed \$119,098.00 for the FY2011 STOP Violence Against Women Act Grant Program for the period 1/1/2012 - 12/31/2012.

Department of Development, recommending a loan in the amount not-to-exceed \$90,000.00 to Paragon Robotics, LLC, for a North Coast Opportunities Technology Fund Project, located at 27331 Tungsten Road, Euclid; requesting authority for the Director to execute all documents required in connection with said loan.

Department of Development, recommending to terminate Contract No. CE0900363-03 with Euclid Development Corporation for the Housing Rehabilitation Loan Program for the Emergency Grant Program for the period 3/1/2009 - 12/31/2012, effective 8/22/2012.

Department of Development, requesting approval of an alternative procurement process and an exemption from aggregation of contracts on RQ25003 for a contract with C.B. Mullins Construction Company, Inc. in the amount of \$29,000.00 for Lead Remediation of property located at 1570 - 1572 Belmar, East Cleveland, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 9/17/2012 - 11/16/2012. (Contracting and Purchasing Ordinance, Section 4.4.b.17 and 3.5.a.)

Department of Development, requesting to amend Board of Control Approval No. BC2012-124 to read as follows: recommending an economic development loan in the amount not-to- exceed \$212,000.00 to Kamac, Inc. to purchase property, located at 4878 Van Epps Road, Brooklyn Heights.

Department of Development, requesting to amend Board of Control Approval No. BC2012-125 to read as follows: recommending an economic development loan in the amount not-to- exceed \$110,000.00 to SP Data, LLC for the purchase of equipment to be located at 1500 West 3<sup>rd</sup> Street, Cleveland.

Department of Development, requesting to amend Board of Control Approval No. BC2012-126 to read as follows: recommending an economic development loan in the amount not-to- exceed \$202,000.00 to 5400 Warner Road, LLC/J&F Transportation for acquisition of a building and property located at 5400 Warner Road, Valley View, Ohio.

Department of Development, submitting a contract with C.B. Mullins Construction Company, Inc. in the amount of \$29,000.00 for Lead Remediation of property located at 1570 – 1572 Belmar, East Cleveland, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 9/17/2012 - 11/16/2012.

Department of Development, submitting a contract with Trademark Industries, LLC in the amount of \$10,000.00 for Lead Remediation for property located at 1376 Bonnieview, Lakewood, in



connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 9/10/2012 - 11/9/2012.

Department of Development, submitting a restrictive covenant among Shaker Place Volunteers of America Affordable Housing, L.P. and Ohio Housing Finance Agency in connection with the Shaker Place Apartments Project, located at 3600 Northfield Road, Highland Hills.

Department of Development, submitting amendments to contracts with various providers for mortgage foreclosure prevention counseling and legal services for homeowners for the period 1/1/2012 - 12/31/2012 to extend the time period to 7/15/2013, to change the scope of services, effective 7/15/2012 and for additional funds each in the amount of \$20,000.00:a) Contract No. CE1200235-01 with Cleveland Housing Network, Inc. b) Contract No. CE1200236-01 with Community Housing Solutions. c) Contract No. CE1200237-01 with East Side Organizing Project, Inc. d) Contract No. CE1200238-01 with Home Repair Resource Center.e) Contract No. CE1200239-01 with Neighborhood Housing Services of Greater Cleveland Inc.

Department of Development, submitting an amendment to Contract No. CE1200120-01, 02 with Partners Environmental Consulting Inc., for brownfield environmental site assessment of property located at 826 East Schaaf Road, Brooklyn Heights for the period 2/27/2012 -8/25/2012 to extend the time period 9/30/2012, to change the terms effective 9/4/2012; no additional funds required.

Department of Development/Airport Division requesting approval to apply for and accept grant funds from the Federal Aviation Administration anticipated amount of \$761,665.00 for an environmental assessment study for the period 9/17/2012 - 12/31/2015.

Department of Health and Human Services, Community Initiatives Division/Office of Homeless Services, submitting an amendment to Contract No. CE1100166-01 with Emerald Development and Economic Network, Inc. for the Homelessness Prevention and Rapid Re-Housing Program for the period 9/15/2009 - 7/31/2012 to extend the time period to 8/31/2012 and for additional funds in the amount of \$55,000.00.

Department of Health and Human Services, Community Initiatives Division Office of Early Childhood, submitting an RFP exemption, which will result in amendments to contracts with various providers on RQ13956 for Universal Pre- Kindergarten Program services for the Invest in Children Program for the period 8/1/2009 -7/31/2012:a) Contract No. CE0900678 with Guidestone - Family Life Child Care Center of Maple Heights for additional funds in the amount of \$7,000.00.b) Contract No. CE900692 with Early Childhood Enrichment Center, Inc. to make budget line item revisions; no additional funds required. c) Contract No. CE0900693 with Kiddie City Child Care Community, Inc. for additional funds in the amount of \$14,692.00. d) Contract No. CE0900696 with West Side Ecumenical Ministry - Youth and Family Learning Center to make budget line item revisions; no additional funds required. e) Contract No. CE0900697 with Brooklyn City School District for additional funds in the amount of \$8,459.00. f) Contract No. CE0900703 with Center for Families and Children -

Mather Child Care additional funds in the amount of \$14,920.00. g) Contract No. CE900704 with Center for Families and Children - McMillan Child Care to make budget line item revisions; no additional funds required. h) Contract No. CE0900706 with Creative Kids for additional funds in the amount of \$10,174.00. i) Contract No. CE0900752 with Horizon Activities Center to make budget line item revisions; no additional funds required. j) Contract No. CE0900679 with Guidestone - Family Life Child Care Center of Middleburg Heights for additional funds in the amount of \$5,500.00. k) Contract No. CE0900680 with Guidestone - Family Life Center of Lakewood for additional funds in the amount of \$1,000.00.

Department of Health and Human Services, Community Initiatives Division/Office of Early Childhood, submitting an amendment to Contract No. CE0900692-01 with Early Childhood Enrichment Center, Inc. for Universal Pre-Kindergarten Program services for the Invest in Children Program for the period 8/1/2009 - 7/31/2012 to make budget line item revisions; no additional funds required.

Department of Health and Human Services, Community Initiatives Division/Office of Early Childhood, submitting an amendment to Contract No. CE0900693-01 with Kiddie City Child Care Community, Inc. for Universal Pre-Kindergarten Program services for the Invest in Children Program for the period 8/1/2009 - 7/31/2012, to make budget line item revisions and for additional funds in the amount not-to-exceed \$14,692.00.

Department of Health and Human Services, Community Initiatives Division/Office of Early Childhood, submitting an amendment to Contract No. CE0900706-01 with Creative Kids for Universal Pre-Kindergarten Program services for the Invest in Children Program for the period 8/1/2009 - 7/31/2011 to extend the time period to 7/31/2012, and for additional funds in the amount of \$10,174.00.

Department of Health and Human Services, Community Initiatives Division/Office of Early Childhood, submitting an amendment to Contract No. CE0900697-01 with Brooklyn City School District for Universal Pre-Kindergarten Program services for the Invest in Children Program for the period 8/1/2009 - 7/31/2012 for additional funds in the amount not-to-exceed \$8,459.00.

Department of Health and Human Services, Community Initiatives Division/Office of Homeless Services, recommending an award and enter into a contract with Domestic Violence Center in the amount not-to-exceed \$75,697.00 for the Domestic Violence Center Expanded Project for the Supportive Housing Program in connection with the FY2011 Continuum of Care for Homeless Assistance Programs and McKinney-Vento Homeless Assistance Act for the period 9/1/2012-8/31/2013.

Department of Health and Human Services, Community Initiatives Division/Office of Homeless Services, submitting an RFP exemption, which will result in an amendment to Contract No. CE1100166-01 with Emerald Development and Economic Network, Inc. for the Homelessness Prevention and Rapid Re-Housing Program for the period 9/15/2009 - 7/31/2012 to extend the time period to 8/31/2012 and for additional funds in the amount of \$55,000.00.

Department of Health and Human Services, Community Initiatives Division/Office of Homeless Services, submitting an RFP exemption on RQ24516 which will result in an award recommendation to Bowman Systems in the amount of \$28,246.00 for maintenance on the Service Point System.

Department of Health and Human Services, County Planning Commission, submitting agreements with various municipalities in the total amount of \$591,685.00 for reimbursement for various activities for the American Society of Heating, Refrigerating and Air Conditioning Engineers Level II energy efficient audits in connection with the Federal Energy Efficiency and Conservation Block Grant/County Municipal Energy Grant programs:1) for the period 1/30/2011 - 6/30/2014:a) City of Bay Village in the amount not to-exceed \$40,000.00.b) City of Bedford Heights in the amount not to-exceed \$45,000.00. c) Village of Bratenahl in the amount not to-exceed \$13,000.00 d) Chagrin Falls Township in the amount not to-exceed \$5,000.00. e) Village of Chagrin Falls in the amount not to-exceed \$20,000.00. f) Village of Highland Hills in the amount not to-exceed \$25,000.00.g) Village of Moreland Hills in the amount not to-exceed \$15,000.00. h) Village of North Randall in the amount not to-exceed \$5,000.00.i) City of North Royalton in the amount not to-exceed \$30,000.00.j) Olmsted Township in the amount not to-exceed \$5,000.00.k) City of Pepper Pike in the amount not to-exceed \$14,000.00.l) City of Richmond Heights in the amount not-to-exceed \$28,000.00. m) City of Rocky River in the amount not-to-exceed \$50,000.00.n) City of Rocky River on behalf of the Rocky River Waste Water Treatment Plant Communities in the amount not-to-exceed \$30,000.00.o) City of University Heights in the amount not-to-exceed \$12,000.00.2) for the period 1/30/2012 - 9/28/2015:p) City of North Royalton in the amount not-to-exceed \$92,685.00.3) for the period 3/17/2011 - 6/30/2014:q) City of Brooklyn in the amount not-to-exceed \$55,000.00.r) Village of Gates Mills in the amount not-to-exceed \$12,000.00.s) Village of Hunting Valley in the amount not-to-exceed \$10,000.00. t) Village of Walton Hills in the amount not-to-exceed \$18,000.00.u) City of Westlake in the amount not-to-exceed \$67,000.00.

Department of Health and Human Services, Division of Children and Family Services, submitting an amendment to Contract No.CE1100772-01 with Fox Run: The Center for Children and Adolescents for placement services for the period 10/1/2011 - 6/30/2012 to extend the time period to 12/31/2013 and for additional funds in the amount not-to-exceed \$217,620.00.

Department of Health and Human Services, Division of Children & Family Services, recommending an award on RQ21629 and to enter into Contract No. CE1200578-01 with Kmart Corporation Incorporated in the amount not-to-exceed \$50,000.00 for Independent Living care package services for young adults for the period 10/1/2012 - 12/31/2012. (Contracts and Purchasing Board Approval No. CPB2011-385 - authority to seek proposals.)

Department of Health and Human Services, Division of Children & Family Services, recommending to accept a donation in the amount of \$2,500.00 from KeyBank, Risk Operations for the Back to School Drive.

Department of Health and Human Services, Division of Children & Family Services, submitting an amendment Contract No. CE1200248-01 with Adoption Network Cleveland for child-centered

recruitment services for the Adopt Cuyahoga's Kids Initiative for the period 1/1/2012 - 09/30/2012 to extend the time period to 11/30/2012; no additional funds required.

Department of Health and Human Services, Division of Children & Family Services, submitting an amendment to Contract No. CE1000872- 01 with West Side Ecumenical Ministry for child and family-focused services for the period 12/1/2010 - 11/30/2012 to change the name from West Side Ecumenical Ministry to Center for Families and Children, effective 4/18/2012; no additional funds required.

Department of Health and Human Services, Division of Children & Family Services, submitting an amendment to Contract No. CE1100609-01 with Cornell Abraxas Group, Inc. for placement services for the period 10/1/2011 - 6/30/2012 to extend the time period to 12/31/2013 and for additional funds in the amount not- to-exceed \$19,170.00.

Department of Health and Human Services, Division of Children and Family Services, recommending an award and enter into a sole source contract with Outcome Referrals, Inc. in the amount of \$450,000.00 for core referral and child welfare assessment services for the period 10/1/2012 - 9/30/2014.

Department of Health and Human Services, Division of Children and Family Services, submitting an RFP exemption, which will result in an amendment to Contract No. CE1100582-01 with Case Western Reserve University on behalf of The Begun Center for Violence Prevention Research and Education for evaluation and planning services for various initiatives for the Cuyahoga Tapestry System of Care for the period 7/1/2011 - 6/30/2012 to extend the time period to 12/31/2012; no additional funds required.

Department of Health and Human Services, Division of Senior & Adult Services, submitting an amendment to Contract No. CE1100048-01, 02 with University Settlement, Incorporated for the Adult Development Program and Transportation Services for the Community Social Services Program for the period 1/1/2011 -12/31/2012 for additional funds in the amount of \$43,000.00.

Department of Health and Human Services, Division of Senior & Adult Services, submitting an amendment to Contract No. CE1100049-01, 03 with West Side Community House for the Adult Development and Congregate Meals Programs and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$54,500.00.

Department of Health and Human Services, Division of Senior and Adult Services, requesting approval to apply for and accept grant funds from Western Reserve Area Agency on Aging in the amount of \$233,414.00 for the Aging and Disability Resource Network Grant Program for the period 1/1/2012 - 12/31/2013.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100036-01, 02 with Catholic Charities Community Services Corporation on behalf of St. Martin de Porres Family Center for the Adult Development Program and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$11,000.00.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100037-01,02 with City of Parma Heights for the Congregate Meals Program and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$61,000.00.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100032-02 with City of Maple Heights for the Congregate Meals Program and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$1,000.00.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100041-01 with Menorah Park Center for Senior Living Bet Moshav Zekenim Hadati for the Homemaking Program for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$1,750.00.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100039-01, 02 with Eliza Bryant Village for the Adult Day Program and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for a decrease in the amount of (\$25,605.00).

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100031-01, 02, 04 with Goodrich Gannett Neighborhood Center for the Adult Development and Congregate Meals Programs and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 to make budget line item revisions; no additional funds required.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100043-01, 02 with Senior Citizen Resources, Inc. for the Adult Development Program and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$25,000.00.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100038-01 with The East End Neighborhood House Association for the Adult Development Program for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$8,500.00.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100040-01, 02 with The Golden Age Centers of Greater Cleveland for the Adult Development Program and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$52,000.00.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100044-01 with The Harvard Community Services Center for the Adult Development Program for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$20,000.00.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100045-01, 02 with The Mandel Jewish Community Center of Cleveland for the Adult Development Program and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 for additional funds in the amount of \$7,000.00.

Department of Health and Human Services, Division of Senior and Adult Services, submitting an amendment to Contract No. CE1100047-01, 03 with The Salvation Army for the Adult Development Program and Transportation Services for the Community Social Services Program for the period 1/1/2011 - 12/31/2012 to change the scope of services, effective 6/30/2012, and for additional funds in the amount of \$10,250.00.

Department of Health and Human Services, submitting a contract with MAXIMUS Consulting Services, Inc. a wholly-owned subsidiary of MAXIMUS, Inc. in the amount of \$1,075.00 for maintenance on the Quarterly Information Consolidation System Plus for the period 7/1/2012 - 12/31/2012.

Department of Health and Human Services, The Office of Reentry, 1. plans to contract with Center for Families and Children, Community Assessment & Treatment Services, Community Reentry, and Case Western Reserve University, for the October 1, 2012 thru September 30, 2013 for services in the amount of \$727,309.00. 2. requests approval to accept a grant award from the Office of Justice Programs' Bureau of Justice Assistance Grant for the FY2012 Second Chance Act Adult Offender Reentry Program for the period 10/1/2012 - 9/30/2013 for the amount of \$749,679.00.

Department of Information Technology, recommending an award and enter into a contract with iData Consulting Services, Inc., sole source, in the amount not-to-exceed \$57,900.00 for maintenance and support services on the Synapse Publisher Web Content Management System for the period of 8/20/2012 - 8/19/2014.

Department of Information Technology, submitting a contract with DLT Solutions, LLC in the amount not-to-exceed \$405,232.86 for maintenance on Oracle software for the period 6/1/2012 - 5/31/2013.

<p>Department of Information Technology, submitting a contract with Repliweb Inc. in the amount not-to-exceed \$12,150.00 for maintenance and support for the period of 12/31/2011 -12/31/2014.</p>
<p>Department of Information Technology, submitting a contract with Allen Systems Group, Inc., sole source, in the amount not-to-exceed \$25,309.46 for maintenance and support on PRO/JCL software for the period 2/11/2012 - 2/10/2015.</p>
<p>Department of Information Technology, submitting a contract with DLT Solutions, LLC in the amount not-to-exceed \$12,300.99 for maintenance and support on AutoCAD software for the Department of Public Works for the period 4/6/2012 - 4/5/2013.</p>
<p>Department of Information Technology, submitting a sole source exemption on RQ24997, which will result in an award recommendation to IDentipho Company, LTD in the amount of \$30,900.00 for the purchase of IDentipho Emergency Event Manager Solution software for the Medical Examiner.</p>
<p>Department of Information Technology, submitting a Sole Source exemption on RQ25011, which will result in a contract with TAB Products Co. LLC in the amount not-to-exceed \$15, 824.24 for maintenance and support of TAB FUSIONRMS and On Demand Label for the period 7/1/2012 - 6/30/2013.</p>
<p>Department of Information Technology, submitting a sole source exemption on RQ23477, which will result in an award recommendation to Wonderware North, dba Q-Mation, Inc. in the amount to-exceed \$9,389.00 for support of SCADA System Platform 2012 and InTouch 2012 Systems for the period 12/16/2011 - 12/15/2014 for the Department of Public Works.</p>
<p>Department of Information Technology, submitting a state contract with Endicott Microfilm, Inc. in the amount not-to-exceed \$192,012.50 for maintenance on Kodak scanning equipment for various County departments for the period 7/1/2012 - 6/30/2013.</p>
<p>Department of Information Technology, submitting a state contract with TEC Communications in the amount not-to-exceed \$24,500.00 for support services on Network Infrastructure Support hardware and software for the period 7/1/2012 - 7/1/2013.</p>
<p>Department of Information Technology, submitting an RFP exemption on RQ24464, which will result in an award recommendation for a state purchase to TEC Communications, Inc. in the amount of \$63,744.00 for 160 Cisco 7942G IP Phones and 96 Cisco 7962 IP Phones.</p>
<p>Department of Public Safety and Justice Services, submitting a contract with Stephen Campbell &amp; Associates, Inc., in the amount not-to-exceed \$22,000.00 for maintenance on the CyberTech and Dynamic Instruments Recording System for use by various County Departments: a) with Medical Examiners for the period 10/1/2012 - 9/30/2015.b) with Cuyahoga Emergency Communications System</p>

for the period 10/1/2012 - 9/30/2015. c) with County Sheriff's Office for the period 10/1/2014 - 9/30/2015.

Department of Public Safety and Justice Services, submitting a contract with Shade Enterprises LLC in the amount not-to-exceed \$18,000.00 for the Risk-Based School Emergency Planning Project for the period 9/4/2012 - 9/30/2012. (Deputy Chief Approval No. DC2012-100 - authority to seek proposals).

Department of Public Safety and Justice Services, submitting an agreement with Cleveland State University in the amount not-to-exceed \$240,618.00 for a consolidation study for the period 9/4/2012 - 3/31/2014.

Department of Public Safety and Justice Services, submitting an agreement with Cleveland State University in the amount not-to-exceed \$240,618.00 for a consolidation study for the period 9/4/2012 - 3/31/2014.

Department of Public Safety and Justice Services, submitting an RFP exemption on RQ24802, which will result in a contract with Domestic Violence and Child Advocacy in the amount of \$253,911.64 for the Ujima Project for the period 10/1/2012 - 9/30/2013.

Department of Public Safety and Justice Services, submitting an RFP exemption on RQ24963, which will result in a contract with Domestic Violence and Child Advocacy Center in the amount of \$50,000.00 for the Safe Havens program for the time period 10/1/2012 - 3/30/2013.

Department of Public Safety and Justice Services/Public Safety Grants, submitting agreements with various municipalities for reimbursement of eligible training expenses in connection with the FY2009 Port Security Grant Program for the period 5/15/2012 - 11/15/2012:a) City of Lakewood in the amount not-to-exceed \$564.71.b) City of Mayfield Heights in the amount not-to-exceed \$894.90. c) City of Pepper Pike in the amount not-to-exceed \$418.50.

Department of Public Safety and Justice Services/Public Safety Grants, submitting a state contract with Elsag North America, LLC in the amount of \$45,951.50 for maintenance on Region 2 ALPR system license plate reader for the period 7/1/2012 - 7/1/2013.

Department of Public Safety and Justice Services/Witness/Victim, recommending an award on RQ23108 and enter into a contract with Mental Health Services for Homeless Persons, Inc. in the amount not-to-exceed \$299,150.00 for crisis intervention and assessment services for the Children Who Witness Violence Program for the period 6/1/2012 - 12/31/2012. (Deputy Chief Approval No. DC2012-59 - authority to seek proposals).

Department of Public Works, a) submitting an amendment (Subsidiary No. 1) to Contract No. CE1200041-01 with Perram Electric, Inc. for installation of a traffic signal at the Fitch Road Fire Station in Olmsted Township for additional funds in the amount not-to-exceed \$3,455.65. b) recommending to accept the project as complete and in accordance with plans and



specifications. c) requesting authority for the County Treasurer to release the escrow account, in accordance with Ohio Revised Code Section 153.63.

Department of Public Works, recommending a revenue generating award on RQ23201 to Northcoast Inc. Recycling Specialists for recycling services for various County facilities for the period 9/1/2012 - 8/31/2015. (Deputy Chief Approval No. DC2012-105 - authority to seek proposals.)

Department of Public Works, recommending an award as settlement for property rights in connection with the reconstruction of Ridge Road from Interstate 480 to Memphis Road in the City of Brooklyn: Parcel No(s): 73SH-1, SH-2 & SL Owner(s): Brooklyn Acres Mutual Homes, Inc. Approved Appraisal (Fair Market Value Estimated): \$430.00

Department of Public Works, recommending an award on RQ21216 and enter into a contract with Heritage Land Services, Inc. in the amount not-to-exceed \$76,225.00 for right-of-way acquisition services in connection with the improvement of Pleasant Valley/Bagley Road from Pearl Road to York Road in the Cities of Middleburg Heights and Parma. (Executive Approval No. EA2011-0969 - authority to seek qualifications).

Department of Public Works, recommending an award on RQ22888 and enter into a contract with Karen S. Ganofsky, DVM in the amount not-to-exceed \$90,000.00 for veterinary services for the period 9/24/2012 - 9/30/2014.

Department of Public Works, recommending to declare miscellaneous furniture and office equipment that is obsolete and has no value as surplus County property no longer needed for public use; recommending to discard or salvage said furniture and office equipment in accordance with Ohio Revised Code Section 307.12(E).

Department of Public Works, recommending to declare various computer equipment as surplus County property no longer needed for public use; recommending to sell said property to RET3 Job Corp. for a fee in the amount of \$1.00.

Department of Public Works, requesting authority to apply for and accept various grant applications to the District One Public Works Integrating Committee for Ohio Public Works Commission State Issue I Program funds for various projects: a) in the amount of \$6,500,000.00 for reconstruction and widening of Pleasant Valley/Bagley Road from Pearl Road to York Road in the Cities of Parma and Middleburg Heights. b) in the amount of \$500,000.00 for replacement of Bagley Road Bridge No. 3.45 over Plum Creek in Olmsted Falls.

Department of Public Works, submitting a Wetland Mitigation Purchase Agreement with Ohio Wetlands Foundation in the amount of \$67,200.00 for the purchase of 1.6 acres of forested wetlands mitigation credits.

Department of Public Works, submitting an agreement of cooperation with City of Warrensville Heights the resurfacing of Emery Road from Northfield Road to Merrygold Avenue.

Department of Public Works, submitting an agreement of cooperation with City of Garfield Heights for the resurfacing of Turney Road from Sladden Avenue to Hathaway Road.
Department of Public Works, submitting an agreement of cooperation with Village of North Randall for the resurfacing of Emery Road from Northfield Road to Merrygold Avenue.
Department of Public Works, submitting an agreement of cooperation with the City of Bedford for the resurfacing of Egbert Road from Dunham Road to Walton Hills East Corporation Line.
Department of Public Works, submitting an agreement of cooperation with City of Warrensville Heights for pavement repair of Emery Road from the Interstate 271 overpass to Interchange Corporate Center Road.
Department of Public Works, submitting an amendment to Contract No. CE0900215-01 with Love Insurance, The Brooks & Stafford Company and Patricia T. Hill for consultant services for a Comprehensive Insurance and Risk Management Program for the period 1/1/2009 -8/31/2012 to extend the time period to 12/31/2012; no additional funds required.
Department of Public Works, submitting an RFP exemption on RQ8390, which will result in an amendment to a revenue generating agreement with Z Venture Capital Frontiers, Inc. for payphones for various County departments for the period 8/1/2007 - 7/31/2012 to extend the time period to 12/31/2012.
Department of Public Works, submitting an RFP exemption, which will result in an amendment to Contract No. CE1100488-01 with Hollo Properties, LTD for lease of space located at 12100 Snow Road, Parma, Ohio, Suite Z (#5) for use by County Prosecutor for the Internet Crimes Against Children Task Force for the period 8/1/2011 - 7/31/2012 to change the terms effective 8/1/2012, and for additional funds in the amount of not-to-exceed \$45,808.00.
Department of Public Works/County Kennel, recommending an award and enter into a contract with Dr. Karen Ganofsky in the amount not-to-exceed \$12,000.00 for veterinarian services at the County Kennel for the period 8/1/2012 - 12/31/2012.
Department of Workforce Development, in partnership with City of Cleveland as designated Local Workforce Investment Area No. 3, submitting a revenue generating agreement with Ohio Rehabilitation Services Commission in the amount of \$276,065.57 for provision of services to individuals with disabilities for the period 10/1/2012 - 9/30/2013.
Department of Workforce Development, submitting a contract with A.J. Rose Mfg. Co. in the amount not-to-exceed \$11,500.00 for the On-the-Job Training Program for the period 7/9/2012 - 11/30/2012.
Department of Workforce Development, submitting a contract with Hospice of the Western Reserve, Inc. in the amount not-to-exceed \$1,984.00 for the On-the-Job Training Program for the period 6/4/2012 - 8/4/2012.

Department of Workforce Development, submitting a contract with North Coast Composites, Inc. in the amount not-to-exceed \$20,000.00 for the Incumbent Worker Training Program for the period 9/1/2012 - 6/30/2013.

Department of Workforce Development, submitting a contract with PPG Industries, Inc. in the amount not-to-exceed \$7,500.00 for the On-the-Job Training Program for the period 8/6/2012 - 10/31/2012.

Department of Workforce Development, submitting a contract with Rent Due, LLC in the amount not-to-exceed \$8,400.00 for the On-the-Job Training Program for the period 7/10/2012-11/30/2012.

Department of Workforce Development, submitting an amendment to a Memorandum of Understanding among the City of Cleveland, City of Cleveland/Cuyahoga County Workforce Investment Board and Employment Connection One-Stop System partners for operation of the Employment Connection One-Stop System for the period 7/1/2011 - 9/30/2012 to extend the time period to 6/30/2013.

Fiscal Office, submitting a contract with Manatron, Inc., sole source, in the amount not-to-exceed \$486,190.00 for support and maintenance on the Manatron Visual Property Tax System and SIGMA CAMA software system for the period 1/1/2012 - 12/31/2012.

Fiscal Office, submitting a sole source exemption, which will result in a contract with Manatron, Inc., in the amount not-to-exceed \$486,190.00 for support and maintenance on the Manatron Visual Property Tax System and SIGMA CAMA software system.

Fiscal Office, submitting an amendment to AG1200216-01 with State of Ohio, Office of the Auditor for the Comprehensive Annual Financial Report for Calendar Year 2011 for the period 7/2/2012-8/27/2012, to extend the time period through 12/31/2012, to change the scope of services, effective 9/24/2012 and for additional funds in the amount of \$17,500.00.

Fiscal Office, submitting an RFP exemption on RQ24388 which will result in an amendment to Agreement No. AG1200216-01 with State of Ohio, Office of the Auditor for the Comprehensive Annual Financial Report for Calendar Year 2011 for the period 7/2/2012-8/27/2012, to extend the time period to 12/31/2012, to change the scope of services, effective 9/24/2012 and for additional funds in the amount of \$17,500.00.

Fiscal Office, submitting an RFP exemption on RQ25060, which will result in an award recommendation to Infor Global Solutions, Inc. in the amount of \$61,175.65 for maintenance and support of the County Payroll System for the period 7/1/2012 - 6/30/2013.

Information Services Center, submitting a contract with BMC Software, Inc. in the amount not-to-exceed \$173,321.40 for maintenance on Control Products software for the period 1/31/2012-1/30/2015.

Information Services Center, submitting a contract, sole source, with TimeLink International Corporation, sole source, in the amount not-to-exceed \$36,523.91 for maintenance on Synapps System Software for the Office of Human Resources for the period 10/1/2011 - 9/30/2013.

Juvenile Court, submitting an amendment to Contract No. CE0600275-01 with Kronos Incorporated for a Human Resources Management System for the period 1/1/2006 - 3/31/2012, to extend the time period to 3/31/2013, and for additional funds in the amount not-to-exceed \$34,781.86.

Juvenile Court, submitting amendments to contracts with various providers for residential treatment services for the Youth and Family Community Partnership Program for the period 2/1/2012 - 1/31/2014 for additional funds: a) Contract No. CE1200428-01 with Beech Brook in the amount of \$25,000.00. b) Contract No. CE1200431-01 with Berea Children's Home aka Guidestone in the amount of \$100,000.00. c) Contract No. CE1200436-01 with The Glen Mills Schools in the amount of \$95,000.00. d) Contract No. CE1200438-01 with Keystone Richland Center, LLC, dba Foundations for Living in the amount of \$125,000.00. e) Contract No. CE1200441-01 with The Village Network in the amount of \$75,000.00.

Juvenile Court, submitting amendments to contracts with various providers for residential treatment services for the Youth and Family Community Partnership Program for the period 1/1/2012 - 12/31/2013 for additional funds: a) Contract No. CE1200321-01 with Beech Brook in the amount not-to-exceed \$100,000.00. b) Contract No. CE1200322-01 with Bellefaire Jewish Children's Bureau in the amount not-to-exceed \$75,000.00.

Juvenile Court, submitting amendments to contracts with various providers for residential treatment services for the Youth and Family Community Partnership Program for the period 2/1/2012 - 1/31/2014 for a decrease: a) Contract No. CE1200427-01 with Applewood Centers, Inc. in the amount of (\$25,000.00). b) Contract No. CE1200429-01 with Bellefaire Jewish Children's Bureau in the amount of (\$50,000.00). c) Contract No. CE1200432-01 with Carrington Youth Academy LLC in the amount of (\$25,000.00). d) Contract No. CE1200433-01 with The Cleveland Christian Home Incorporated in the amount of (\$125,000.00). e) Contract No. CE1200435-01 with Cornell Abraxas Group, Inc. in the amount of (\$40,000.00). f) Contract No. CE1200437-01 with The House of Emmanuel, Inc. in the amount of (\$80,000.00). g) Contract No. CE1200439-01 with New Directions, Inc. in the amount of (\$25,000.00). h) Contract No. CE1200440-01 with Safe House Ministries, Inc. in the amount of (\$50,000.00).

Juvenile Court, submitting amendments to contracts with various providers for residential treatment services for the Youth and Family Community Partnership Program for the period 1/1/2012 - 12/31/2013, to change the scope of services, effective 1/1/2012 and for a decrease: a) Contract No. CE1200320-01 with Applewood Centers, Inc. in the amount of (\$25,000.00). b) Contract No. CE1200323-01 with Carrington Youth Academy LLC in the amount (\$75,000.00). c) Contract No. CE1200326-01 with The Village Network in the amount (\$75,000.00).

Juvenile Court, submitting an amendment to Contract No. CE1000723-02 with Applewood Centers Inc. for the Multi-Systemic Therapy and Multi-Systemic Therapy - Problem Sexual Behavior Programs for the period 7/1/2010 - 6/30/2012 to extend the time period to 6/30/2013 and for additional funds in the amount of \$410,472.00.
Medical Examiner, submitting a Sole Source exemption on RQ25042, which will result in a contract with VertiQ Software, LLC, not-to-exceed \$18,000.00 for maintenance on the Case Management Software System for the period 9/01/2012 - 8/31/2014.
Office of Human Resources, submitting an amendment to Contract No. CE1100145-01 with Northwest Group Services Agency, Inc. for flexible spending account administration for the period 1/1/2012 - 12/31/2013 for additional funds in the amount of \$16,000.00.
Office of Human Resources, submitting an amendment to Contract No. CE1200192-01 with United Healthcare Services, Inc. for group healthcare benefits for County employees and their eligible dependents, including medical, stop loss insurance and pharmacy benefit management services for the period 1/1/2012 - 12/31/2014 to change the scope of services, effective 9/24/2012; no additional funds required.
Office of Human Resources on behalf of the Fiscal Office, submitting amendments to various contracts with Key Bank National Association for a Corporate Credit Card Program for duty-related travel services for the period 9/1/2007 - 8/31/2012 to extend the time period to 8/23/2013, and for additional funds: a) Contract No. CE0700537- 01-08 in the amount of \$107,000.00. b) Contract No. CE0700538 - 01-03 in the amount of \$9,500.00. c) Contract No. CE0700539 - 01-11 in the amount of \$39,000.00. d) Contract No. CE0700540 - 01-05 in the amount of \$41,700.00 and to change the terms, effective 9/1/2012.
Office of Procurement & Diversity, recommending an award : <u>County Sheriff</u> a) on RQ24573 to Motorola Solutions, Inc. in the amount of \$45,034.88 for 186-APX6000 radio accessories.
Office of Procurement & Diversity, recommending an award on RQ24632 to Safeware, Inc. in the amount of \$51,237.60 for 1110-Units of Duodote Auto-Injector Anti-Nerve agent for the Department of Public Safety and Justice Services. (Joint Purchasing Program/US Communities No. 4400001839).
Office of Procurement & Diversity, recommending an award: <u>Department of Public Works</u> a) on RQ23635 to Statewide Ford Mercury of Kenton, Ohio, Inc. in the amount of \$104,162.00 for the purchase of 4-2012 Ford Explorer Police Interceptor vehicles for use by County Sheriff (State Contract No. RS900912/ORC 125.04(B)).
Public Defender's Office, submitting an amendment to agreement R2012-0003 between the City of Cleveland and the Cuyahoga County Public Defender Commission to eliminate the Agreement's requirement that the City of Cleveland exercise its renewal option within thirty (30) days of expiration of the initial term.

The Department of Information Technology, submitting an RFP exemption on RQ24609, which will result in an award recommendation to Environmental Systems Research Institute, Inc. in the amount of \$25,994.00 for the purchase of 1-ArcGIS Server Standard Enterprise for Windows Core licenses and 1-ArcGIS Server Standard Enterprise Staging server licenses.

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0223

<b>Sponsored by: Councilmembers Connally and Rogers</b>	<b>A Resolution</b> of support of an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of the West Creek Preservation Committee for the conservation of ecologically significant areas along West Creek, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, Cuyahoga County has received a request from West Creek Preservation Committee for a Resolution of support of an application for seventh-round funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission for the conservation of ecologically significant areas for protection along West Creek pursuant to Ohio Revised Code Section 164.23; and,

WHEREAS, Ohio Revised Code Section 164.23 provides that “an entity seeking a grant for a project that is eligible for funding shall submit an application to the natural resources assistance council with geographical jurisdiction over the proposed project area;” and, Ohio Revised Code Section 164.23(B) further provides that “in addition to the application, an applicant for a grant for a project shall include a copy of a resolution supporting the project from each county in which the proposed project is to be conducted;” and,

WHEREAS, the Ohio Public Works Commission provides financial assistance to Natural Resource Assistance Councils for the purpose of preserving open spaces, sensitive ecological areas, and stream corridors; and,

WHEREAS, the applications for the seventh-round funding under the Clean Ohio Fund Green Space Conservation Program are due on October 26, 2012 to the Cuyahoga County Natural Resource Assistance Council; and,

WHEREAS, it is necessary that this Resolution become immediately effective in order to meet the application deadline required by the Cuyahoga County Natural Resources Assistance Council.

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





# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0224

<b>Sponsored by: Councilmembers Connally and Rogers</b>	<b>A Resolution</b> of support of an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of the Cuyahoga Soil and Water Conservation District for the conservation of ecologically significant areas along Euclid Creek, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, Cuyahoga County has received a request from Cuyahoga Soil and Water Conservation District for a Resolution of support of an application for seventh-round funding under the Clean Ohio Fund Green Space Conservation Program through the Ohio Public Works Commission for the conservation of ecologically significant areas for protection along Euclid Creek pursuant to Ohio Revised Code Section 164.23; and,

WHEREAS, Ohio Revised Code Section 164.23 provides that “an entity seeking a grant for a project that is eligible for funding shall submit an application to the natural resources assistance council with geographical jurisdiction over the proposed project area;” and, Ohio Revised Code Section 164.23(B) further provides that “in addition to the application, an applicant for a grant for a project shall include a copy of a resolution supporting the project from each county in which the proposed project is to be conducted;” and,

WHEREAS, the Ohio Public Works Commission provides financial assistance to Natural Resource Assistance Councils for the purpose of preserving open spaces, sensitive ecological areas, and stream corridors; and,

WHEREAS, the applications for the seventh-round funding under the Clean Ohio Fund Green Space Conservation Program are due on October 26, 2012 to the Cuyahoga County Natural Resource Assistance Council; and,

WHEREAS, it is necessary that this Resolution become immediately effective in order to meet the application deadline required by the Cuyahoga County Natural Resources Assistance Council.

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

**SECTION 1.** That the Cuyahoga County Council hereby supports the submission of an application on behalf of the Cuyahoga Soil and Water Conservation District for seventh-round funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission to protect the ecologically significant areas along Euclid Creek.

**SECTION 2.** It is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue, and to continue the usual and daily operation of a County entity. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

**SECTION 3.** 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

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0225

<b>Sponsored by: Councilmembers Connally and Rogers</b>	<b>A Resolution</b> of support of an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of the Western Reserve Land Conservancy for the conservation of ecologically significant areas along the Sulphur Springs Headwaters Protection Project, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, Cuyahoga County has received a request from Western Reserve Land Conservancy for a Resolution of support of an application for seventh-round funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission for the conservation of ecologically significant areas for protection along the Sulphur Springs Headwaters Protection Project pursuant to Ohio Revised Code Section 164.23; and,

WHEREAS, Ohio Revised Code Section 164.23 provides that “an entity seeking a grant for a project that is eligible for funding shall submit an application to the natural resources assistance council with geographical jurisdiction over the proposed project area;” and, Ohio Revised Code Section 164.23(B) further provides that “in addition to the application, an applicant for a grant for a project shall include a copy of a resolution supporting the project from each county in which the proposed project is to be conducted;” and,

WHEREAS, the Ohio Public Works Commission provides financial assistance to Natural Resource Assistance Councils for the purpose of preserving open spaces, sensitive ecological areas, and stream corridors; and,

WHEREAS, the applications for the seventh-round funding under the Clean Ohio Fund Green Space Conservation Program are due on October 26, 2012 to the Cuyahoga County Natural Resource Assistance Council; and,

WHEREAS, it is necessary that this Resolution become immediately effective in order to meet the application deadline required by the Cuyahoga County Natural Resources Assistance Council.

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

**SECTION 1.** That the Cuyahoga County Council hereby supports the submission of an application on behalf of the Western Reserve Land Conservancy for seventh-round funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission to protect the ecologically significant areas along the Sulphur Springs Headwaters Protection Project.

**SECTION 2.** It is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue, and to continue the usual and daily operation of a County entity. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

**SECTION 3.** 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

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Ordinance No. O2012-0031

Sponsored by: <b>Councilmembers Gallagher, Connally, Rogers and Miller</b>	<b>An Ordinance</b> amending Ordinance No. O2011-0020, which provided for complimentary parking for members of the public to attend regularly scheduled evening and committee meetings of the County Council at the Huntington Park Garage, by removing restrictions regarding time of day; and declaring the necessity that this Ordinance become immediately effective.
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WHEREAS, the Cuyahoga County Council adopted Ordinance No. O2011-0020, to provide for complimentary parking for members of the public to attend regularly scheduled evening and committee meetings of the County Council; and,

WHEREAS, the Cuyahoga County Council encourages public attendance at and participation in its meetings, yet is cognizant of the fact that many members of the public may be discouraged or unable to attend because of the additional cost of parking; and,

WHEREAS, this Council has discussed that public attendance at Council meetings may be increased if members of the attending public are provided with complimentary parking and, therefore, provide more public participation in the new County government; and,

WHEREAS, Cuyahoga County owns the Huntington Park Garage, located at 1141 West 3<sup>rd</sup> Street, Cleveland, Ohio and has determined that it will provide complimentary parking vouchers for citizens who choose to attend regularly scheduled Cuyahoga County Council meetings.

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

**SECTION 1.** Section 1 of Ordinance No. O2011-0020 is hereby amended to read as follows (deletions are stricken out; additions are underlined and bolded):

“**SECTION 1:** That the County shall provide complimentary parking for the public to attend publicevening and committee meetings of the County

Council **and its committees** at the Huntington Park Garage, on a space-available basis, as provided in this Ordinance.”

**SECTION 2.** Section 2 of Ordinance No. O2011-0020 is hereby amended to read as follows (deletions are stricken out; additions are underlined and bolded):

“**SECTION 2:** Complimentary parking will be available beginning at 4 **PM8:30 AM** on any day when the Council or any of its committees holds ~~evening meetings.~~”

**SECTION 3.** It is found and determined that all formal actions of this County Council meeting relating to the adoption of this ordinance were adopted in an open meeting of the County Council and that all deliberations of this County Council and any of its committees that resulted in such formal actions took place in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

**SECTION 4.** It is necessary that this Ordinance become immediately effective in order that the functions of Council can continue, and to and to provide for the usual, daily operation of Council. Provided that this Ordinance receives the affirmative vote of eight members of Council, this Ordinance shall become immediately effective upon the signature of the County Executive.

On a motion by \_\_\_\_\_, seconded by \_\_\_\_\_, the foregoing Ordinance was duly enacted.

Yeas:

Nays:

\_\_\_\_\_  
County Council President

\_\_\_\_\_  
Date

\_\_\_\_\_  
County Executive

\_\_\_\_\_  
Date

\_\_\_\_\_  
Clerk of Council

\_\_\_\_\_  
Date

First Reading/Referred to Committee:  
Committee(s) Assigned:

Journal \_\_\_\_\_  
\_\_\_\_\_, 2012

# County Council of Cuyahoga County, Ohio

## Ordinance No. O2012-0032

Sponsored by: <b>Councilmember Greenspan</b>	<b>An Ordinance</b> amending Ordinance No. O2011-0008, as amended, which enacted the Cuyahoga County Code of Ethics, and declaring the necessity that this Ordinance become immediately effective.
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WHEREAS, the Cuyahoga County Council enacted a permanent Code of Ethics in Ordinance No. O2011-0008, as amended; and,

WHEREAS, it is necessary to amend the Code of Ethics to clarify restrictions on the appointing authority of the County; and,

WHEREAS, it is necessary that this Ordinance become immediately effective in order that critical services provided by Cuyahoga County can continue and to continue the usual and daily operation of the County.

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

**SECTION 1.** Section 27(C) of Article VII of the Cuyahoga County Code of Ethics, adopted as Ordinance No. O2011-0008, effective April 8, 2011, as amended by Ordinance No. O2011-0023 on April 26, 2011; Ordinance No. O2011-0035 on July 26, 2011; Ordinance No. O2011-0052 on October 25, 2011; Ordinance No. O2012-0002 on January 12, 2012; and Ordinance No. O2012-0004 on May 25, 2012, is hereby amended to read as follows (additions underlined, deletions stricken out):

- (C) An interest in one or more ~~public contracts of the County or~~ contracts in effect with, or under consideration by, ~~the~~that Board, commission or other body to which the appointment is being ~~made~~advisory board.

**SECTION 2.** It is necessary that this Ordinance become immediately effective in order that critical services being provided by Cuyahoga County can continue without interruption, and to continue the usual daily operation of the County. Provided that this Ordinance receives the affirmative vote of eight members of Council, this Ordinance shall become immediately effective upon the signature of the County Executive.

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

resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by \_\_\_\_\_, seconded by \_\_\_\_\_, the foregoing Ordinance was duly enacted.

Yeas:

Nays:

\_\_\_\_\_  
County Council President

\_\_\_\_\_  
Date

\_\_\_\_\_  
County Executive

\_\_\_\_\_  
Date

\_\_\_\_\_  
Clerk of Council

\_\_\_\_\_  
Date

First Reading/Referred to Committee:  
Committee(s) Assigned:

Journal \_\_\_\_\_  
\_\_\_\_\_, 2012



# County Council of Cuyahoga County, Ohio

## Ordinance No. O2012-0011

Sponsored by: <b>Councilmembers Schron and Brady</b>	<b>An Ordinance</b> establishing a Casino Revenue Fund for the purpose of collecting and expending proceeds from gross casino revenues; determining the uses for such proceeds and the time frames for such uses.
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WHEREAS, the State of Ohio Constitution was amended on November 3, 2009 to adopt Section 6, Article XV of the Constitution of the State of Ohio to allow for the operation of four casinos in the state by initiative petition; and

WHEREAS, the Constitution of the State of Ohio levies a fixed tax on gross casino revenue and distributes that tax revenue according to a formula to the benefit of Ohio's counties, cities, school districts, and other funds and commissions; and

WHEREAS, the County Commissioners Association of Ohio estimates that Cuyahoga County is likely to receive \$8.5 million to \$11.5 million in annual proceeds from gross casino revenue; and

WHEREAS, it is the Cuyahoga County Council's intent to ensure that sufficient funds are available so as to maximize the impact of these revenues; and

WHEREAS, downtown Cleveland is the region's most densely populated jobs center and the site of more than \$5 billion in economic development projects already underway; and

WHEREAS, the Cuyahoga County Council and County Executive are committed to the economic vibrancy of the region, and seek to allocate the initial proceeds from gross casino revenue to maximize the impact of downtown economic development projects already underway; and

WHEREAS, Section 7.01 of the Charter of Cuyahoga County declares that the County shall have as a primary responsibility the promotion and enhancement of the economic well-being and prosperity of the County and all of its residents; and

WHEREAS, Section 3.09 (11) of the Charter of Cuyahoga County authorizes the County Council to establish and provide for the administration of a program of post-secondary educational assistance for residents of the county; and

WHEREAS, this renewed focus on economic development and the creation of a post-secondary educational assistance program are two innovative aspects of county government as promulgated in the Cuyahoga County Charter; and

WHEREAS, the County Council and the County Executive consider furthering the economic development of all of Cuyahoga County and promoting an educated workforce as essential to enhancing the economic vibrancy and growth of the entire County; and

WHEREAS, the County Council and the County Executive seek to allocate ongoing proceeds from gross casino revenue to enhance economic development, and including the promotion of an educated workforce;

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

**SECTION 1. The Casino Revenue Fund:** The Fiscal Officer is hereby directed to immediately establish a separate fund for the purpose of collecting and expending gross casino revenues distributed to Cuyahoga County (the "Casino Revenue Fund" or "the Fund"). All such revenues shall be automatically directed and deposited into the Fund and may be used only in the time frame and for the purposes authorized herein.

**SECTION 2. Revenues in Reserve:** All gross casino revenues shall be held in reserve in the Casino Revenue Fund until June 30, 2014 ("the reserve date").

**SECTION 3. Use for Downtown District Development:** As of July 1, 2014 and through June 30, 2016, the revenues contained in the Fund shall be used to promote economic development in Cleveland's Downtown District, generally defined as the area bordered by lake Erie, the Innerbelt Bridge, East 25<sup>th</sup> Street and West 25<sup>th</sup> Street.

**SECTION 4. Revenues Remaining and Received on or after July 1, 2016:** Revenues remaining in the fund or received on or after July 1, 2016 may be used to:

- (a) promote economic development in any area of Cuyahoga County; and
- (b) provide additional funding for educational initiatives, including the Cuyahoga County Educational Assistance Fund.

**SECTION 5. Requests for Early Spending:**

- (a) Notwithstanding Section 2 above, prior to June 30, 2014, the County Executive may propose spending monies from the Casino Reserve Fund on specific "downtown district" development projects. Council shall determine whether any specific project justifies an earlier than anticipated expenditure of funds.
- (b) Notwithstanding Section 3 above, after June 30, 2015 and before July 1, 2016, the County Executive or the County Council may propose spending monies on specific projects promoting economic development in any area of

Cuyahoga County. Council shall determine whether any specific project justifies an earlier than anticipated expenditure of funds.

**SECTION 6.** It is found and determined that all formal actions of this Council relating to the adoption of this Ordinance were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by \_\_\_\_\_, seconded by \_\_\_\_\_, the foregoing Ordinance was duly enacted.

Yeas:

Nays:

\_\_\_\_\_  
County Council President                      Date

\_\_\_\_\_  
County Executive                                      Date

\_\_\_\_\_  
Clerk of Council                                      Date

First Reading/Referred to Committee: May 8, 2012  
Committee(s) Assigned: Committee of the Whole

In accordance with Rule 6B of the Rules of Council, legislation was added to the agenda by parliamentary motion: October 9, 2012

Second Reading: October 9, 2012

Journal \_\_\_\_\_  
\_\_\_\_\_, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0226

<p>Sponsored by: <b>County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b></p>	<p><b>A Resolution</b> amending the 2012/2013 Biennial Operating Budget for 2012 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, in order to meet the budgetary needs of various County departments, offices, and agencies; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, on December 13, 2011, the Cuyahoga County Council adopted the 2012/2013 Biennial Operating Budget and Capital Improvements Program (Resolution No. R2011-0291) establishing the 2012/2013 biennial budgets for all County departments, offices and agencies; and

WHEREAS, it is necessary to adjust the 2012/2013 Biennial Operating Budget for 2012 to reflect budgetary funding increases, funding reductions, to transfer budget appropriations, and to transfer cash between budgetary funds, in order to accommodate the operational needs of certain County departments, offices, and agencies; and

WHEREAS, it is further necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of County departments, offices, and agencies;

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

**SECTION 1.** That the 2012/2013 Biennial Operating Budget for 2012 be amended to provide for the following additional appropriation increases and decreases:

<u><b>Fund Nos./Budget Accounts</b></u>		<u><b>Journal Nos.</b></u>
A.	01A001 - General Fund	<b>BA1200711</b>
	MT805432 – Municipal Judicial Costs	
	Personal Services	\$ 35,000.00
	Other Expenses	\$ 105,000.00

Funding Source: These costs are mandated by Section 1901 of the Ohio Revised Code and supported by the County's General Fund.

B.	01A001 – General Fund AE511451 – Prisoner Board and Care Other Expenses	\$ 300,000.00	<b>BA1200713</b>
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Funding Source: Funding is from the General Fund.

C.	20A586 – Legal Research and Computerization CO456541 – Legal Research and Computerization Other Expenses	\$ 75,000.00	<b>BA1200710</b>
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Funding Source: Legal Research Fund generates revenue through the collection of a \$3 fee on filings as permitted by Section 2303.201 of the Ohio Revised Code.

D.	21A512 – CCA 408 Jail/Misdemeanant CO741371 – Jail Case Management FY12 Other Expenses	\$ (19,955.00)	<b>BA1200733</b>
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Funding Source: Ohio Department of Rehabilitation and Correction.

E.	01A001 – General Fund PC400051 – Probate Court Personal Services	\$ 130,000.00	<b>BA1200786</b>
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Funding Source: General Fund.

F.	20A264 – County Law Library Resource Board LL440008 – County Law Library Resource Board Personal Services	\$ 2,000.00	<b>BA1200785</b>
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Funding Source: The Law Library is solely supported by various fines and fees; this request does not impact the County's General Fund.

G.	24A435 –Cuyahoga Tapestry System of Care CF135004 – DCFS- Cuyahoga Tapestry System of Care Other Expenses	\$ (955,976.58)	<b>BA1200568</b>
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Funding Source: Health and Human Services Levy Fund.

H1.	20A807 –EC-Invest in Children EC451419 – Early Intervention Other Expenses	\$ (2,375,034.00)	<b>BA1200569</b>
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H2.	24A635 – EC-Invest in Children-PA EC451435 – Early Start Other Expenses	\$ (2,254,718.00)	<b>BA1200570</b>
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Funding Source: Health and Human Services Levy Fund.

I.	24A641 – PA – Homeless Services HS158097 – Office of Homeless Services Personal Services	\$ 3,500.00	<b>BA1200573</b>
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Funding Source: Health and Human Services Levy Fund.

J.	40A069 – Future Debt Issuance	<b>BA1200557</b>
	CC768085 – HPG Garage – Health and Safety Critical Repairs	
	Personal Services	\$ 60,000.00
	Capital Outlay	\$ 1,140,000.00

Funding Source: The portion of the costs not covered in this offering will be funded by bond proceeds from a future bond issue.

K.	40A069 – Future Debt Issuance	<b>BA1200558</b>
	CC767897 – Elevator Upgrade – Board of Elections	
	Capital Outlay	\$ 176,000.00

Funding Source: Funding for the Elevator Upgrade at the Board of Elections will come from proceeds from the sale of 2012 General Obligation Bond scheduled to be completed in November 2012.

L.	40A069 – Future Debt Issuance	<b>BA1200559</b>
	CC767962 – Medical Examiner Regional Crime Lab Build-Out	
	Other Expenses	\$ 16,000.00

Funding Source: Funding for the Regional Crime Lab comes from the Gruttadauria settlement dollars held in reserve in the General Fund.

M1.	29A391 – HHS 4.8 Mill Levy	<b>BA1200769</b>
	SU514372 – System of Care HHS Subsidy	
	Other Expenses	\$ (520,000.00)

M2.	29A391 - HHS 4.8 Mill Levy	
	SU514430 – Employment & Family Subsidy	
	Other Expenses	\$ (700,000.00)

M3.	29A391 – HHS 4.8 Mill Levy	
	SU514273 – Child Support Enforcement Subsidy	
	Other Expenses	\$ (630,000.00)

M4.	29A391 – HHS 4.8 Mill Levy	
	SU514414 – Senior & Adult Services Subsidy	
	Other Expenses	\$ (393,000.00)

M5.	29A390 – HHS 2.9 Mill Levy	
	SU513994– Senior & Adult Services Subsidy	
	Other Expenses	\$ (393,000.00)

M6.	29A390 – HHS 2.9 Mill Levy	
	SU513986– Employment and Family Subsidy	
	Other Expenses	\$ (2,000,000.00)

Funding Source: The Health and Human Services Levy Fund is supported by voted property taxes.

N1.	29A391 – HHS 4.8 Mill Levy SU514315 – Children Services Subsidy Other Expenses	\$	362,000.00	<b>BA1200770</b>
N2.	29A391 – HHS 4.8 Mill Levy SU514299 – Children & Family Services Subsidy Other Expenses	\$	39,178.00	
N3.	29A391 – HHS 4.8 Mill Levy SU514281 – Office of Homeless Services Subsidy Other Expenses	\$	282,555.00	
N4.	29A391 – HHS 4.8 Mill Levy SU514349– Family and Children First Subsidy Other Expenses	\$	1,885,460.00	
N5.	29A391 – HHS 4.8 Mill Levy SU514364– Human Services Other Subsidy Other Expenses	\$	842,970.00	
N6.	29A391 – HHS 4.8 Mill Levy SU514398– Invest In Children Subsidy Other Expenses	\$	873,150.00	
N7.	29A390 – HHS 2.9 Mill Levy SU513960 – Children & Family Services Subsidy Other Expenses	\$	60,510.00	
N8.	29A390 – HHS 2.9 Mill Levy SU513978– Children Services Fund Subsidy Other Expenses	\$	350,525.00	

Funding Source: The Health and Human Services Levy Fund is supported by voted property taxes.

O.	40A069 – Future Debt Issuance CC768093 – Juvenile Public Defenders Office Relocation Personal Services Other Expenses Capital Outlays	\$	50,000.00 10,000.00 940,000.00	<b>BA1200560</b>
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Funding Source: Funding for the Juvenile Public Defenders Office Relocation will come from the proceeds of the 2012 General Obligation bond offering to occur in November of this year.

P.	21A494 – VOCA Children Who Witness Violence JA765222 – VOCA Children Who Witness Violence 2013 Other Expenses	\$	70,253.00	<b>BA1200778</b>
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Funding Source: Ohio Attorney General's Office.

Q.	21A453 – Felony Coordinator	<b>BA1200779</b>
	JA753657 – Felony Coordinator 2013VOCA	
	Personnel Services	\$ 188,399.00

Funding Source: Ohio Attorney General's Office.

R.	21A518 – Juvenile Court Victim Advocate	<b>BA1200780</b>
	JA753665 – Juvenile Court Advocacy Program FY13	
	Personnel Services	\$ 15,030.00

Funding Source: Ohio Attorney General's Office.

S.	21A885 – State Victims Assistance Act	<b>BA1200781</b>
	JA765230 – State Victims Assistant Act (SVAA) FY13	
	Other Expenses	\$ 5,925.00

Funding Source: Ohio Attorney General's Office.

T.	21A525 – VAWA Block Grant	<b>BA1200782</b>
	JA753731 – FY2012 VAWA Block Grant CY2013	
	Other Expenses	\$ 461,589.16

Funding Source: United States Department of Justice, Office on Violence Against Women.

U.	54P565 – Sanitary Engineer	<b>BA1000737</b>
	ST541029 – Sewer Relining and Manhole Rehabilitation	
	Capital Outlays	\$ 16,000.00

Funding Source: Funding for this project is provided through sewer district cash balances.

V.	26A651 - \$7.50 Road and Bridge Registration Tax	<b>BA1000738</b>
	CE417477 - \$7.50 License Tax Fund Capital Improvements	
	Other Expenses	\$ 1,950,000.00

Funding Source: Ohio Department of Public Works Integrating Committee (Issue 1) District One.

W.	01A001 – General Fund	<b>BA1000739</b>
	CT577106 – Risk and Property Management	
	Other Expenses	\$ 208,273.00

Funding Source: General Fund.



X1.	61A607 – Centralized Custodial Services CT571000 – Buildings and Grounds - Administration Personal Services	\$	(59,550.70)	<b>BA1200809</b>
X2.	01A001 – General Fund FS109645 – Fiscal Operation – Records/License/Outreach Personal Services	\$	(77,441.47)	
X3.	01A001 – General Fund FS109660 – Treasury Management Personal Services	\$	(101,579.91)	
X4.	20A301 – Real Estate Assessment FS109702 – Fiscal Operation – Tax Assessments Personal Services	\$	(160,843.36)	
X5.	01A001 – General Fund HR018010 – Human Resources Personal Services	\$	(41,706.41)	
X6.	63A100 – Information Services Center IS821009 – Information Services Center Personal Services	\$	441,121.85	<b>BA1200810</b>

Funding Source: The sources of funding for the IT Department are charges to user agencies for data processing and telecommunications management services.

Y.	01A001 – General Fund DV014225 – Regional Collaboration Other Expenses	\$	34,130.00	<b>BA1200811</b>
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Funding Source: Northeast Ohio Areawide Coordinating Agency (NOACA) deposited \$34,130 with the County for the merger study. This amount supplements the \$100,000 Ohio Department of Development grant that was approved on August 28, 2012.

Z.	01A001 – General Fund SU513200 – County Airport Other Expenses	\$	138,761.00	<b>BA1200813</b>
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Funding Source: General Fund.

AA.	22A105 – Housing & Urban Development (HUD) Section 108 DV711606 – HUD Section 108 Other Expenses	\$	8,640.70	<b>BA1200815</b>
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Funding Source: Department of Housing and Urban Development.

BB1.	20A811 – Juvenile Ct. Detention & Probation Services JC107516 – Juvenile Court Probation Services Personal Services Other Expenses	\$	(200,000.00) (175,000.00)	<b>BA1200752</b>
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BB2. 20A811 – Juvenile Ct. Detention & Probation Services  
 JC107532 – Juvenile Court Legal Services  
 Personal Services \$ (50,000.00)  
 Other Expenses \$ (85,000.00)

BB3. 20A811 – Juvenile Ct. Detention & Probation Services  
 JC107524 – Juvenile Court – Detention Services  
 Other Expenses \$ (98,000.00)

BB4. 01A001 – General Fund **BA1200754**  
 JC370056 – Juvenile Court – Detention Home  
 Personal Services \$ 478,000.00

BB5. 01A001 – General Fund  
 JC372060 – Juvenile Court – Legal  
 Personal Services \$ 130,000.00

Funding Source: The decreases are funded through the Health & Human Services Levy Fund.

The appropriations increases funding comes from the General Fund.

**SECTION 2.** That the 2012/2013 Biennial Operating Budget for 2012 be amended to provide for the following appropriation transfers:

**Fund Nos./Budget Accounts** **Journal Nos.**

A. FROM: 01A001 – General Fund **BA1200712**  
 CO380121 – Judicial Administration  
 Other Expenses \$ 200,000.00

TO: 01A001 – General Fund  
 CO380121 – Judicial Administration  
 Capital Outlay \$ 200,000.00

Funding Source: General Fund.

B. FROM: 01A001 – General Fund **BA1200746**  
 VS490052 – Veterans Service Commission  
 Other Expenses \$ 160,000.00

TO: 01A001 – General Fund  
 VS490052 – Veterans Service Commission  
 Personal Services \$ 160,000.00

Funding Source: General Fund.

C. FROM: 20A603 – Probate Court Special Projects **BA1200734**  
 PC404616 – Probate Court Special Projects  
 Capital Outlay \$ 11,000.00

TO: 20A603 – Probate Court Special Projects  
 PC404616 – Probate Court Special Projects  
 Other Expenses \$ 11,000.00

Funding Source: This fund is solely supported by Court fees and does not impact the County's General Fund.

D. FROM: 01A001 – General Fund **BA1200788**  
 CO380121 – Judicial  
 Other Expenses \$ \$30,353.00

TO: 01A001 – General Fund  
 DR391052 – Domestic Relations Court  
 Personal Services \$ 17,459.00

01A001 – General Fund  
 DR495515 – Domestic Relations Child Support  
 Personal Services \$ 12,894.00

Funding Source: General Fund.

E. FROM: 24A601 – Senior & Adult Services **BA1200763**  
 SA138602 – Home Based Services  
 Personal Services \$ 402,000.00

TO: 24A601 – Senior & Adult Services  
 SA138420- Home Support  
 Personal Services \$ 159,000.00

24A601 – Senior & Adult Services  
 SA138479 – Protective Services  
 Personal Services \$ 116,000.00

24A601 – Senior & Adult Services  
 SA138701 – OPTIONS Program  
 Personal Services \$ 127,000.00

Funding Source: The funding source is the Health and Human Services Levy Fund, the Public Assistance allocations, and fees for direct services provided to clients.

F1. FROM: 24A510 – Work & Training Admin **BA1200758**  
 WT137109 – Admin Services-General Manager  
 Personal Services \$ 188,000.00

TO: 24A510 – Work & Training Admin  
 WT137315- Work First Services  
 Personal Services \$ 29,000.00

	24A510 – Work & Training Admin WT137463 – VEB Building NFSC Personal Services	\$	159,000.00	
F2. FROM:	24A510 – Work & Training Admin WT137471 – Mount Pleasant NFSC Personal Services	\$	396,000.00	<b>BA1200759</b>
	24A510 – Work & Training Admin WT137539- West Shore NFSC Personal Services	\$	20,000.00	
TO:	24A510 – Work & Training Admin WT137463 – VEB Building NFSC Personal Services	\$	416,000.00	
F3. FROM:	24A510 – Work & Training Admin WT137471 – Mount Pleasant NFSC Personal Services	\$	224,000.00	<b>BA1200760</b>
TO:	24A510 – Work & Training Admin WT137141- Client Support Services Personal Services	\$	47,000.00	
	24A510 – Work & Training Admin WT137315- Work First Services Personal Services	\$	41,000.00	
	24A510 – Work & Training Admin WT137414- Southgate NFSC Personal Services	\$	61,000.00	
	24A510 – Work & Training Admin WT137455- Quincy Place NFSC Personal Services	\$	75,000.00	
F4. FROM:	24A510 – Work & Training Admin WT137539 – West Shore NFSC Personal Services	\$	170,000.00	<b>BA1200761</b>
TO:	24A510 – Work & Training Admin WT137455- Quincy Place NFSC Personal Services	\$	170,000.00	
F5. FROM:	24A510 – Work & Training Admin WT137943 – Information Services Personal Services	\$	98,000.00	<b>BA1200762</b>
TO:	24A510 – Work & Training Admin WT137414- Southgate NFSC			

Personal Services \$ 53,000.00

24A510 – Work & Training Admin  
WT137455- Quincy Place NFSC

Personal Services \$ 45,000.00

Funding Source: The funding source is primarily Federal/State as well as the Health and Human Services Levy Fund.

G. FROM: 24A601 – Senior & Adult Services **BA1200793**  
SA138701 – OPTIONS Program  
Other Expenses \$ 73,000.00

TO: 24A601 – Senior & Adult Services  
SA138321- Administrative Services - SAS  
Other Expenses \$ 73,000.00

Funding Source: The funding source is the Health and Human Services Levy Fund, the Public Assistance allocations, and fees for direct services provided to clients.

H. FROM: 24A301 – Children & Family Services **BA1200575**  
CF135442 – Training  
Personal Services \$ 2,500.00

24A301 – Children & Family Services  
CF135483 – Caregiver Parent Recruitment  
Personal Services \$ 34,000.00

24A301 – Children & Family Services  
CF135491 – Information Services  
Personal Services \$ 80,000.00

24A301 – Children & Family Services  
CF135509 – Direct Services  
Personal Services \$ 66,000.00

24A301 – Children & Family Services  
CF135525 – Supportive Services  
Personal Services \$ 6,000.00

24A301 – Children & Family Services  
CF135582 – Permanent Custody Adoptions  
Personal Services \$ 79,000.00

24A301 – Children & Family Services  
CF135616 – CFS Foster Homes/Resource Mgt  
Personal Services \$ 164,000.00

TO: 24A301 – Children & Family Services  
CF135467 – Administrative Services  
Personal Services \$ 372,000.00

24A301 – Children & Family Services  
 CF135541 – Multi Systematic Therapy Unit (MST)  
 Personal Services \$ 50,000.00

24A301 – Children & Family Services  
 CF135608 – Contracted Placements  
 Personal Services \$ 9,500.00

Funding Source: The funding source is primarily Federal/State as well as the Health and Human Services Levy Fund.

I. FROM: 01A001 – General Fund **BA1200784**  
 CO380121 – Judicial Administration  
 Other Expenses \$ 25,000.00

TO: 01A001 – General Fund  
 CO380196 – Magistrates  
 Other Expenses \$ 25,000.00

Funding Source: General Fund.

J. FROM: 21A359 – Internet Crimes Against Children **BA1200725**  
 PR764860– Internet Crimes Against Children FY09  
 Capital Outlays \$ 10,835.17

TO: 21A359 – Internet Crimes Against Children  
 PR764860– Internet Crimes Against Children FY09  
 Other Expenses \$ 10,835.17

Funding Source: United States Department of Justice, Office of Justice Programs, National Institute of Justice covering the period October 1, 2009 through September 30, 2012.

K. FROM: 21A900 – Regional Collaboration Project **BA1200727**  
 JA752675– Regional Collaboration Project 2009/2012  
 Other Expenses \$ 1,690.83

TO: 21A900 –Regional Collaboration Project  
 JA752675– Regional Collaboration Project 2009/2012  
 Capital Outlays \$ 1,690.83

Funding Source: United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period January 1, 2011 through September 15, 2012.

L. FROM: 20A076 – Cuyahoga County Regional Forensic Science Lab **BA1200772**  
CR180265– Cuyahoga County Regional Forensic Science Lab  
Personnel Services \$ 40,000.00

TO: 20A076 – Cuyahoga County Regional Forensic Science Lab  
CR180265– Cuyahoga County Regional Forensic Science Lab  
Other Expenses \$ 40,000.00

Funding Source: Funding is from fees for autopsies to other counties and a subsidy from the General Fund covering the period January 1, 2012 through December 31, 2012.

M. FROM: 01A001 – General Fund **BA1200773**  
CR180026– Coroner Operations  
Personnel Services \$ 35,000.00

TO: 01A001 –General Fund  
CR180026– Coroner Operations  
Other Expenses \$ 35,000.00

Funding Source: General Fund.

N. FROM: 21A218 – State SHSP-Law Enforcement (SHSPLE) **BA1200794**  
JA767913– FFY10 State Homeland-Law Enforcement 10/13  
Capital Outlays \$ 18,440.90

TO: 21A218 – State SHSP-Law Enforcement (SHSPLE)  
JA767913– FFY10 State Homeland-Law Enforcement 10/13  
Other Expenses \$ 18,440.90

Funding Source: United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through March 31, 2013.

O. FROM: 61A607 – Centralized Custodial Services **BA1000812**  
CT577395 – Buildings and Grounds – Trades Services  
Personal Services \$ 200,000.00

TO: 61A607 – Centralized Custodial Services  
CT571000 – Buildings and Grounds - Administration  
Personal Services \$ 200,000.00

Funding Source: The source of funding is charges to user agencies for space maintenance services.

P. FROM: 01A001 – General Fund **BA1000814**  
AE210005 – Soldiers' and Sailors' Monument  
Other Expenses \$ 3,000.00

TO: 01A001 – General Fund  
AE210005 – Soldiers' and Sailors' Monument  
Capital Outlays \$ 3,000.00

Funding Source: General Fund.

Q. FROM:	20A823 – JC Youth & Family Community Partnership		<b>BA1200789</b>
	JC108092 – Youth & Family Community Partnership		
	Other Expenses	\$	77,040.00
TO:	20A823 – JC Youth & Family Community Partnership		
	JC108092 – Youth & Family Community Partnership		
	Personal Services	\$	77,040.00

Funding Source: Health and Human Services Levy Fund.

R. FROM:	01A001 – General Fund		<b>BA1200791</b>
	CC011106 – County Administrator		
	Other Expenses	\$	29,654.96
TO:	01A001 – General Fund		
	EX016006 – County Executive		
	Other Expenses	\$	29,654.96

Funding Source: General Fund.

S. FROM:	01A001 – General Fund		<b>BA1200837</b>
	HC019018 – Human Resources Commission		
	Other Expenses	\$	2,000.00
TO:	01A001 – General Fund		
	HC019018 – Human Resources Commission		
	Personal Services	\$	2,000.00

Funding Source: General Fund.

T. FROM:	01A001 – General Fund		<b>BA1200750</b>
	JC372052 – Juvenile Court – Judges		
	Personal Services	\$	33,000.00
	Other Expenses	\$	25,000.00
	01A001 – General Fund		
	JC372056 – Juvenile Court – Detention Home		
	Other Expenses	\$	345,000.00
	01A001 – General Fund		
	JC375055 – Juvenile Court – Child Support		
	Personal Services	\$	65,000.00
	Other Expenses	\$	80,000.00
TO:	01A001 – General Fund		
	JC372052 – Juvenile Court – Judges		
	Other Expenses	\$	33,000.00



Capital Outlay \$ 25,000.00

01A001 – General Fund  
JC370056 – Juvenile Court – Detention Home  
Personal Services \$ 345,000.00

01A001 – General Fund  
JC372060 – Juvenile Court - Legal  
Personal Services \$ 145,000.00

Funding Source: General Fund.

**SECTION 3.** That the 2012/2013 Biennial Operating Budget for 2012 be amended to provide for the following cash transfers between County funds.

**Fund Nos. /Budget Accounts** **Journal Nos.**

A. FROM: 29A391 – Health and Human Services Levy 4.8 **JT1200063**  
SU514216 – Criminal Justice Intervention  
Transfer Out \$ 350,000.00

TO: 20A192 – TASC HHS  
CO456533 – TASC HHS  
Revenue Transfer \$ 350,000.00

Funding Source: Health and Human Services Levy Fund.

B. FROM: 29A391 – Health and Human Services Levy 4.8 **JT1200064**  
SU514539 – Common Pleas HHS Subsidy  
Transfer Out \$ 1,252,638.00

TO: 20A891 – Common Pleas HHS Subsidy  
CO456517 – Common Pleas HHS Subsidy  
Revenue Transfer \$ 1,252,638.00

Funding Source: Health and Human Services Levy Fund.

C. FROM: 291A391 – Health and Human Services Levy 4.8 **JT1200065**  
SU514877 – Public Defender HHS  
Transfer Out \$ 255,492.00

TO: 20A267 – Public Defender HHS  
PD141333 – Public Defender HHS  
Revenue Transfer \$ 255,492.00

Funding Source: Health and Human Services Levy Fund.

**JT1200058**

D1. FROM: 29A391– HHS 4.8 Mill Levy  
SU514422 – Executive Office of HHS Subsidy  
Transfer Out \$ 953,543.00

TO: 24A430 – Executive Office of HHS  
HS157289 – Executive Office of HHS  
Revenue Transfer \$ 953,543.00

D2. FROM: 29A391– HHS 4.8 Mill Levy  
SU514372 – System of Care Subsidy  
Transfer Out \$ 5,636,368.00

TO: 24A435 – Cuyahoga Tapestry System of Care  
HS158089 – Cuyahoga Tapestry System of Care  
Revenue Transfer \$ 5,636,368.00

D3. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514430 - Employment & Family Services Subsidy  
Transfer Out \$ 645,173.00

29A390 – HHS 2.9 Mill Levy  
SU513986 - Employment & Family Services Subsidy  
Transfer Out \$ 645,173.00

TO: 24A510 – Employment & Family Services  
WT137109 – Administrative Services  
Revenue Transfer \$ 1,290,346.00

D4. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514299 – Children and Family Services Subsidy  
Transfer Out \$ 8,561,709.00

29A390 – HHS 2.9 Mill Levy  
SU513960 – Children and Family Services Subsidy  
Transfer Out \$ 8,561,709.00

TO: 24A301 – Children & Family Services  
CF135467 - Administrative Services – CF  
Revenue Transfer \$ 17,123,418.00

D5. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514414 – Senior and Adult Services Subsidy  
Transfer Out \$ 3,313,511.00

29A390 – HHS 2.9 Mill Levy  
SU513994 – Senior and Adult Services Subsidy  
Transfer Out \$ 3,313,511.00

TO: 24A601 – Senior & Adult Services  
SA138321 - Administrative Services  
Revenue Transfer \$ 6,627,022.00

D6. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514315 – Children Services Fund Subsidy  
Transfer Out \$ 10,497,509.00

29A390 – HHS 2.9 Mill Levy  
SU513978 – Children Services Fund Subsidy  
Transfer Out \$ 10,497,509.00

TO: 20A303 – Children Services Fund  
CF134049 – Purchased Congregate & Foster Care  
Revenue Transfer \$ 20,995,018.00

D7. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514349 – Family and Children First Subsidy  
Transfer Out \$ 4,630,578.00

TO: 24A640 – Family and Children First PA  
FC451492 – Family and Children First PA  
Revenue Transfer \$ 4,630,578.00

D9. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514281 – Office of Homeless Services Subsidy  
Transfer Out \$ 5,468,543.00

TO: 24A641 – Office of Homeless Services  
HS158097 – Office of Homeless Services  
Revenue Transfer \$ 5,468,543.00

D10. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514364 – Human Services Other Subsidy  
Transfer Out \$ 842,965.00

TO: 20A495 – Human Services Other Programs  
MI511410 – Human Services Other Programs  
Revenue Transfer \$ 842,965.00

D11. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514323 – Children w/Medical Handicap Subsidy  
Transfer Out \$ 1,180,513.00

TO: 24A530 – Children w/Medical Handicap  
WT137935 – Children w/Medical Handicap  
Revenue Transfer \$ 1,180,513.00

D12. FROM: 29A391 – HHS 4.8 Mill Levy **JT1200059**  
SU514398 – Invest In Children Subsidy  
Transfer Out \$ 12,180,937.00

TO: 20A807 – Early Childhood IIC  
EC451385 – Administrative Services  
Revenue Transfer \$ 985,982.00

24A635 – Early Childhood IIC Public Assistance  
EC451435 – Early Start  
Revenue Transfer \$ 11,194,955.00

D13. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514547 – Office of Reentry Subsidy  
Transfer Out \$ 2,035,972.00

TO: 24A878 – Office of Reentry  
HS749069 – HHS Office of Reentry  
Revenue Transfer \$ 2,035,972.00

D14. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514273 – Cuyahoga Support Enforcement Subsidy  
Transfer Out \$ 1,936,549.00

TO: 20A600 – Cuyahoga Support Enforcement Agency  
SE496000 – Cuyahoga Support Enforcement Agency  
Revenue Transfer \$ 1,936,549.00

Funding Source: Health and Human Services Levy Fund.

E. FROM: 29A391 – Health & Human Services Levy 4.8 **JT1200022**  
SU514216 – Criminal Justice Intervention  
Transfer Out \$ 36,074.97

TO: 20A810 – Criminal Justice Intervention HHS  
JA107433 – Criminal Justice Intervention HHS  
Revenue Transfer \$ 36,074.97

Funding Source: Health and Human Services Levy Fund.

F. FROM: 29A389 – Health & Human Services Levy 4.9 **JT1200023**  
SU513549 – HHS Subsidy Witness Victim  
Transfer Out \$ 1,730,109.00

TO: 20A809 – Witness Victim HHS  
JA107425 – Witness Victim HHS  
Revenue Transfer \$ 1,730,109.00

Funding Source: Health and Human Services Levy Fund.

G. FROM: 01A001 – General Fund **JT1200024**  
SU513754 – CRIS Subsidy  
Transfer Out \$ 373,912.00

TO: 50A410 –Cuyahoga Regional Information Systems  
JA090068 – J.A. Cuyahoga Regional Information System  
Revenue Transfer \$ 373,912.00

Funding Source: General Fund.

H. FROM: 01A001 – General Fund **JT1200025**  
SU513101 – Civil Defense  
Transfer Out \$ 356,358.00

TO: 20A390 –Emergency Management  
JA100123 – Justice Affairs-Emergency Management  
Revenue Transfer \$ 356,358.00

Funding Source: General Fund.

I. FROM: 20A814 – Wireless 9-1-1 Government Assistance **JT1200061**  
JA106773 – Wireless 9-1-1 Government Assistance  
Transfer Out \$ 90,000.00

TO: 50A410 –Cuyahoga Regional Information Systems  
JA090068 – J.A. Cuyahoga Regional Information System  
Revenue Transfer \$ 90,000.00

Funding Source: Funding is from fees collected on cell phones in Cuyahoga County established by House Bill.

J. FROM: 01A001 – General Fund **JT1200062**  
SU514885 – Regional Crime Lab GF Subsidy  
Transfer Out \$ 2,402,887.00

TO: 20A076 –Cuyahoga County Regional Forensic Science Lab  
CR180265 – Cuyahoga County Regional Forensic Science Lab  
Revenue Transfer \$ 2,402,887.00

Funding Source: General.

K. FROM: 20A809 – Witness Victim HHS **JT1200066**  
JA107425 – Witness Victim HHS  
Transfer Out \$ 47,100.00

TO: 21A453 –Felony Coordinator Project  
JA753657 – Felony Coordinator 2013  
Revenue Transfer \$ 47,100.00

Funding Source: Health and Human Services Levy Fund.

L. FROM: 20A809 – Witness Victim HHS **JT1200067**  
JA107425 – Witness Victim HHS  
Transfer Out \$ 17,563.00

TO: 21A494 –VOCA Children Who Witness Violence  
JA765222 – VOCA Children Who Witness Violence 2013  
Revenue Transfer \$ 17,563.00

Funding Source: Health and Human Services Levy Fund.

M. FROM: 21A837 – State Homeland Security (SHSG) **JT1200123**  
JA763441 – State Homeland Security (SHSP) 2010/2013  
Transfer Out \$ 13,375.46

TO: 21A900 –Regional Collaboration Project  
JA753483 – Regional Collaboration Project 2010/2013  
Revenue Transfer \$ 13,375.46

Funding Source: United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through March 31, 2013.

N. FROM: 21A218 – State Homeland Security-Law Enforcement **JT1200124**  
JA767806 – FFY09 State Homeland Security 09/12  
Transfer Out \$ 28,572.85

TO: 21A342 –Northeast Ohio Regional Fusion Center FY09 (SHSPLE)  
JA767996 – Northeast Ohio Regional Fusion Center-FY09 (SHSPLE)  
Revenue Transfer \$ 28,572.85

Funding Source: State Homeland Security Law Enforcement 09/ covering the period August 1, 2010 through September 30, 2012.

O. FROM: 21A500.– Urban Area Security Initiative (UASI) **JT1200125**  
JA741199 – Urban Area Security Initiative (UASI)  
Transfer Out \$ 36,276.16

TO: 21A281 –Northeast Ohio Regional Fusion Center FY09 (UASI)  
JA741447 – Northeast Ohio Regional Fusion Center –FY09 (UASI)  
Revenue Transfer \$ 36,276.16

Funding Source: United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through September 30, 2012.

P. FROM: 21A500 – Urban Area Security Initiative (UASI) **JT1200126**  
 JA741322 – FY10 Urban Area Security Initiative (UASI)  
 Transfer Out \$ 2,094.20

TO: 21A281 – Northeast Ohio Regional Fusion Center FY09 (UASI)  
 JA741447 – Northeast Ohio Regional Fusion Center –FY09 (UASI)  
 Revenue Transfer \$ 2,094.20

Funding Source: United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through March 31, 2013.

Q. FROM: 01A001 – General Fund **JT1200052**  
 SU513200 – County Airport  
 Transfer Out \$ 869,053.00

TO: 52A100 – County Airport  
 DV520031 – County Airport  
 Revenue Transfer \$ 869,053.00

Funding Source: General Fund.

R. FROM: 01A001 – General Fund **JT1200053**  
 SU513457 – County Planning Commission  
 Transfer Out \$ 1,248,866.00

TO: 20A307 – County Planning Commission  
 CP522110 – County Planning Commission Administration  
 Revenue Transfer \$ 1,248,866.00

Funding Source: General Fund.

S. FROM: 01A001 – General Fund **JT1200054**  
 SU513358 – County Roads and Bridges  
 Transfer Out \$ 690,787.00

TO: 26A601 – General Gas and License Fees  
 CE835025 – County Engineer Administration  
 Revenue Transfer \$ 690,787.00

Funding Source: General Fund.

T. FROM: 26A650 - \$5.00 Road Capital Improvements **JT1200055**  
 CE418053 – County Engineer - \$5 License Tax Fund  
 Transfer Out \$ 556,561.00

TO: 40A526 – Ohio Dept. of Transportation – Local Projects Administration  
 CE785006 – ODOT - LPA  
 Revenue Transfer \$ 556,561.00

Funding Source: The project (bid amount of \$6,957,014) is funded 50% from Federal Highway Administration funds, 42% from Issue 1, and four percent from each the City of Cleveland and the County.

U1. FROM: 29A391 – Health and Human Services Levy 4.8 **JT1200129**  
SU514224 – Juvenile Court Placement and Treatment HHS Subsidy  
Transfer Out \$ 14,349,628.00

TO: 20A811 – Juvenile Court Detention and Probation Services  
JC107524 – Juvenile Court Detention Services  
Revenue Transfer \$ 14,349,628.00

U2. FROM: 29A391 – Health and Human Services Levy 4.8  
SU514521 – HHS Subsidy Youth/Family Community Partnership  
Transfer Out \$ 3,281,362.00

TO: 20A823 – Juvenile Court HHS Youth/Family Community Part.  
JC108092 – Youth and Family Community Partnership  
Revenue Transfer \$ 3,281,362.00

Funding Source: Health and Human Services Levy Fund.

V. FROM: 29A390 – Alcohol Drug Addiction Mental Health 2.9 **JT1200010**  
SU514646 – Alcohol Drug Addiction Mental Health Board Subsidy  
Transfer Out \$ 4,389,207.00

29A391 – Alcohol Drug Addiction Mental Health 4.8  
SU514596 - Alcohol Drug Addiction Mental Health Board Subsidy  
Transfer Out \$ 4,389,207.00

TO: 20A317 – Mental Health  
MH431056 – Mental Health Administrative  
Revenue Transfer \$ 8,778,414.00

Funding Source: Health and Human Services Levy Fund.

**SECTION 4.** This Resolution is hereby determined to be an emergency measure and that it is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue, and to continue the usual and daily operation of County departments, offices and agencies. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

**SECTION 5.** 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

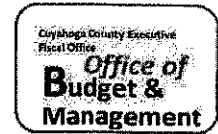
\_\_\_\_\_  
Clerk of Council                                      Date

Journal CC008  
October 23, 2012



EDWARD FITZGERALD  
Cuyahoga County Executive

CUYAHOGA COUNTY  
FISCAL OFFICER



October 15, 2012

Clerk of County Council

Dear Ms. Schmotzer:

A brief summary of the fiscal items which will be presented for your consideration for adoption on first reading at the regular County Council meeting scheduled for October 23, 2012, are presented below.

**Additional Appropriation Summary** – Additional appropriations are needed when there is a new or increased revenue source, or a revision to the original appropriation level that is required to cover expenditures that exceed the original estimate. A budget review document is provided for General Fund and Health & Human Services Levy Fund impact items.

A reduction in appropriation is requested in conjunction with the close out of a program, grant, project or decertification of an encumbrance.

\* Impact of fiscal item is included in the current projection and ending fund balance.

General Fund/Health & Human Services	Amount
Municipal Judicial Costs – Additional appropriation to cover expenses through year-end. *Funding is from the General Fund. (See OBM Review Document.)	\$140,000.00
Prisoner Board & Care – Additional appropriation to cover expenses through year-end. *Funding is from the General Fund. (See OBM Review Document.)	\$300,000.00
Probate Court – Additional appropriation to cover shortfall in employer share of hospitalization expenses. *Funding is from the General Fund.	\$130,000.00
Children & Family Services/Cuyahoga Tapestry System of Care – Reducing excess appropriation from decertified encumbrances. Funding is from the Health & Human Services Levy Fund. (See OBM Review Document.)	-\$955,976.58
Early Childhood/Invest in Children – Reducing appropriation due to the redirection in state funding for the Help Me Grow Program. Funding is from the Health & Human Services Levy Fund. (See OBM Review Document.)	-\$4,629,752.00
Office of Homeless Services – Additional appropriation to cover shortfall in hospitalization through year-end. Funding is from the Health & Human Services Levy Fund.	\$3,500.00
Health & Human Services Levy Subsidy – Decreasing various Health & Human Services Levy subsidy accounts to allocate uses between the two Health & Human Services Levy Funds.	-\$4,636,000.00
Health & Human Services Levy Subsidy – Increasing various Health & Human Services Levy subsidy accounts to cover operating transfers to various Public Assistance Funds. Funding is from the Health & Human Services Levy Fund generated from property taxes.	\$4,696,348.00
Public Works/Risk & Property Management – Additional appropriation to cover property taxes for MetroHealth System. Funding is from the General Fund. (See OBM Review Document.)	\$208,273.00
Fiscal Office/Human Resources – Decreasing appropriation from Fiscal Operation (\$77,441.47); Treasury Management (\$101,579.91); and Human Resources (\$41,706.41) from the General Fund to cover the transfer of employees to the Information Technology Department. Additional decreases in the Other Operating Funds section.	-\$220,727.79
Development/Regional Collaboration – Additional appropriation to cover the County's share of the governmental services study for Moreland Hills, Orange, Pepper Pike, and Woodmere. Funding is from the General Fund.	\$34,130.00
County Airport Subsidy – Additional appropriation to cover the General Fund subsidy transfer to the County	\$138,761.00

Airport. See Related Cash transfer, item Q, on page 23 of the Fiscal Agenda.	
Juvenile Court – Decreasing appropriation in the Detention & Probation Services division (-\$608,000) and corresponding increases to the Detention Home and Legal Services (\$608,000) to cover personal services through year-end. Funding is from the Health & Human Services Levy Fund and the General Fund.	\$0.00
<b>TOTAL</b>	<b>(\$4,791,444.37)</b>

<b>Other Operating Funds</b>	<b>Amount</b>
Court of Common Pleas – Additional appropriation for the Legal Research Fund. Funding is from the collection of a \$3.00 fee on filings.	\$75,000.00
County Law Library Resource Board – Additional appropriation to cover shortfall in employer share of hospitalization. Funding is from various fines and fees.	\$2,000.00
Public Works/Fiscal Office – Decreasing appropriation from Centralized Custodial Services (\$59,550.70); and the Fiscal Office Tax Assessments (\$160,843.36) to cover the transfer of employees to the Information Technology Department (\$441,121.85). Additional decreases are from the General Fund section above.	\$220,727.79
<b>TOTAL</b>	<b>\$297,727.79</b>

<b>Grants/Projects</b>	<b>Amount</b>
Court of Common Pleas – Reducing appropriation to the Jail Case Management fund to close- out grant. Funding is from the Ohio Department of Rehabilitation and Correction.	\$19,955.00
Capital Projects – To appropriate funding for the Huntington Park Garage to rehabilitate and reconstruct the ramps and other areas. Funding is from a 2012 General Obligation bond issue.	\$1,200,000.00
Capital Projects – To appropriate funding for the Elevator Upgrade at the Board of Elections. Funding is from the 2012 General Obligation bond issue.	\$176,000.00
Capital Projects – Additional appropriation for the Regional Crime Lab Build Out project to cover the changes in the project's scope to include renovating space to accommodate evidence storage, fingerprint laboratories, fingerprint storage, automated fingerprint and information system (AFIS), a drug laboratory, offices, and ballistics laboratory. Funding for the Crime Lab comes from General Fund revenues.	\$16,000.00
Capital Projects – Additional appropriation to appropriate the Juvenile Public Defenders Office Relocation project. Funding is from a 2012 General Obligation bond issue.	\$1,000,000.00
Justice Services – To appropriate the Victims of Crime Act Children Who Witness Violence grant from the Ohio Attorney General's Office.	\$70,253.00
Justice Services – To appropriate the Felony Coordinator grant from the Ohio Attorney General's Office.	\$188,399.00
Justice Services – To appropriate the Juvenile Court Victim Advocate grant from the Ohio Attorney General's Office.	\$15,030.00
Justice Services – To appropriate the State Victims Assistance Act grant from the Ohio Attorney General's Office.	\$5,925.00
Justice Services – To appropriate the Violence Against Women Act Block grant from the United States Department of Justice, Office on Violence Against Women.	\$461,589.16
Public Works/Sanitary Engineer – Additional appropriation to cover a change order shortage. Funding is from sewer district cash balances.	\$16,000.00
Public Works/Road & Bridge – Additional appropriation to cover the County's share of the Barrett Road (\$1,160,578) and Noble Road (\$788,681) projects. Funding is from the \$7.50 Road & Bridge Registration Tax fund.	\$1,950,000.00
Development – Additional appropriation to cover the repayment of loans from existing borrowers. Funding is from the Department of Housing & Urban Development.	\$8,640.70
<b>TOTAL</b>	<b>\$5,127,791.86</b>

<b>Total Additional Appropriations - All Funds</b>	<b>\$634,075.28</b>
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The following represents the overall changes made to the 2012-2013 Biennial Appropriation Measure for 2012 since its adoption on December 13, 2011 Resolution # R2011-0291. The changes reflect the Additional Appropriations, Appropriation Transfers and Cash Transfers to the original adopted appropriation resolution.

APPROPRIATION STATUS SUMMARY:

	<u>10/23 Agenda</u>	<u>Year to Date</u>	<u>Adjusted Annual Appropriation</u>
General Fund Impact	\$ 1,338,436.21	\$ 1,902,000.42	\$ 355,342,816.36
HHS Levy Impact	\$ (6,129,880.58)	\$ (17,721,402.98)	\$ 216,324,593.83
Other Fund	\$ 5,425,519.65	\$ 151,721,180.87	\$ 1,050,654,167.87
<b>Total</b>	<b>\$ 634,075.28</b>	<b>\$ 136,509,778.31</b>	<b>\$ 1,622,321,578.06</b>

**Appropriation Transfer Summary** – Is a transfer of appropriation between two or more budget accounts or between different expenditure categories within the same budget account.

<b>General Fund/Health &amp; Human Services</b>	<b>Amount</b>
Court of Common Pleas – Realigning appropriation within the Judicial Administration fund to cover the purchase of new chairs for the jury boxes and deliberation rooms. Funding is from the General Fund.	\$200,000.00
Veterans Service Commission – Realigning appropriation within the fund to cover a shortfall in personal services from retirement payouts, a wrongful termination lawsuit and employer share of hospitalization. Funding is from the General Fund.	\$160,000.00
Court of Common Pleas – Realigning appropriation from the Courts’ Judicial account to Domestic Relations Court to cover four new positions due to increased caseloads. Funding is from the General Fund.	\$30,353.00
Senior & Adult Services – Realigning appropriation from the Home Based Services account to various accounts to cover personal services through year-end. Funding is from the Health & Human Services Levy Fund, Public Assistance, and fees for direct services provided to clients.	\$402,000.00
Employment & Family Services – Realigning appropriation from various accounts to cover personal services through year-end. Funding is from Federal and State revenues as well as the Health & Human Services Levy Fund.	\$1,096,000.00
Senior & Adult Services – Realigning appropriation from the Options Program to Administrative Services to cover additional lease costs at the Mt. Pleasant Office. Funding is from the Health & Human Services Levy Fund, Public Assistance, and fees for direct services provided to clients.	\$73,000.00
Children & Family Services - Realigning appropriation from various accounts to cover personal services through year-end. Funding is from Federal and State revenues as well as the Health & Human Services Levy Fund.	\$431,500.00
Court of Common Pleas – Realigning appropriation from Judicial Administration to Magistrates account to cover expenses through year-end. Funding is from the General Fund.	\$25,000.00
Medical Examiner – Realigning appropriation within the Operations division to cover the purchase of supplies through year-end. Funding is from the General Fund.	\$35,000.00
Soldiers’ & Sailors’ Monument – Realigning appropriation to cover the purchase of two laptop computers. Funding is from the General Fund.	\$3,000.00
Juvenile Court – Realigning appropriation within the Youth & Family Community Partnership accounts to cover personal services through year-end. Funding is from the Health & Human Services Levy Fund.	\$77,040.00
County Executive – Realigning appropriation to move carryover funds from the previous County Administrator account to the County Executive account to be used for travel and related expenses. Funding is from the General Fund.	\$29,654.96
Human Resources Commission – Realigning appropriation to cover personal services through year-end. Funding is from the General Fund.	\$2,000.00
Juvenile Court – Realigning various Juvenile Court Division to cover expenses through year-end. Funding is from the General Fund.	\$548,000.00
<b>TOTAL</b>	<b>\$3,112,547.96</b>

<b>Other Operating Funds</b>	<b>Amount</b>
Probate Court – Realigning appropriation within the Special Projects account to cover various operating expenses. Funding is from court fees.	\$11,000.00
Medical Examiner – Realigning appropriation within the Regional Forensic Science Lab fund to cover the purchase of supplies. Funding is from fees for autopsies to other counties and a subsidy from the General Fund.	\$40,000.00
Public Works/Centralized Custodial Services – Realigning appropriation from the Building & Grounds Trades Services to the Building & Grounds Administration division to cover personal services through year-end. Funding is from charges to user agencies.	\$200,000.00
<b>TOTAL</b>	<b>\$251,000.00</b>

<b>Grants/Projects</b>	<b>Amount</b>
Prosecutor – Realigning appropriation within the Internet Crimes Against Children fund to close-out the grant. Funding is from the U.S. Department of Justice, Office of Justice Programs.	\$10,835.17
Justice Services – Realigning appropriation within the Regional Collaboration Project to cover pending expenses and close-out grant. Funding is from the U.S. Department of Homeland Security.	\$1,690.83
Justice Services – Realigning appropriation within the State Homeland Security Law Enforcement grant to cover a pending operating transfer to the Fusion Center. Funding is from the U.S. Department of Homeland Security.	\$18,440.90
<b>TOTAL</b>	<b>\$30,966.90</b>

<b>Total Appropriation Transfers - All Funds</b>	<b>\$3,394,513.96</b>
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**Cash Transfer Summary** – Operating transfers support operating expenditures, related to a cash matches for a grants, transfer of taxes or fees to a debt service fund, transfers from the General Fund to a capital project fund or operating subsidies to special revenue funds, enterprise funds, or internal service funds. This type of transaction posts as an expenditure and sufficient appropriation must be available to process the transaction.

<b>General Fund/Health &amp; Human Services</b>	<b>Amount</b>
Criminal Justice Intervention HHS Subsidy – A cash transfer of the 2012 subsidy for Treatment Alternative to Street Crimes program. Funding is from the Health & Human Services Levy Fund.	\$350,000.00
Common Pleas HHS Subsidy – A cash transfer of the 2012 subsidy to the Drug Court. Funding is the Health & Human Services Levy Fund.	\$1,252,638.00
Public Defender HHS Subsidy – A cash transfer of the 2012 subsidy to the Public Defender’s Office. Funding is from the Health & Human Services Levy Fund.	\$255,492.00
Health & Human Services Levy Fund Subsidies – A cash transfers to various Public Assistance funds to cover Health & Human Services related expenditures. Funding is from the Health & Human Services Levy Fund generated from property taxes.	\$80,901,772.00
Health & Human Services Levy Subsidy – A cash transfer of the 2012 Criminal Justice Intervention subsidy to cover the final subsidy amount.	\$36,074.97
Health & Human Services Levy Subsidy – A cash transfer of the 2012 Witness Victim subsidy.	\$1,730,109.00
Cuyahoga Regional Information System – A cash transfer of the 2012 Cuyahoga Regional Information System subsidy from the General Fund.	\$373,912.00
Justice Services – A cash transfer of the 2012 General Fund Subsidy to Emergency Management.	\$356,358.00
Witness Victim HHS – A cash transfer from the Witness Victim HHS division to the Felony Coordinator Project to provide the required cash match.	\$47,100.00
Witness Victim HHS – A cash transfer from the Witness Victim HHS division to provide the required cash match for the Violence Against Women Act Children Who Witness Violence grant.	\$17,563.00
County Airport Subsidy – A cash transfer of the annual General Fund Subsidy to support operations of the County Airport.	\$869,053.00
County Planning Commission Subsidy – A cash transfer of the annual General Fund Subsidy to support operations of the County Planning Commission.	\$1,248,866.00
Public Works/Roads & Bridges – A cash transfer of the General Fund Subsidy to support the Tax Map office of the Department of Public Works.	\$690,787.00
Juvenile Court – A cash transfer of the 2012 Placement & Treatment HHS Subsidy to Detention Services (\$14,349,628.00) and the 2012 HHS Youth and Family Community Partnership subsidy (\$3,281,362.00)	\$17,630,990.00
Alcohol, Drug Addiction, and Mental Health Services Board – A cash transfer of the 2012 fourth quarter subsidy payment. Funding is from the Health & Human Services Levy Fund.	\$8,778,414.00
<b>TOTAL</b>	<b>\$114,539,128.97</b>

<b>Other Operating Funds</b>	<b>Amount</b>
Justice Services – A cash transfer from the Wireless 9-1-1 Government Assistance fund to the Cuyahoga Regional Information Systems fund to cover reimbursement of IT support provided in 2012. Funding is from fees collected on cell phones in Cuyahoga County.	\$90,000.00
General Fund Subsidy/Medical Examiner – A cash transfer of the 2012 Regional Forensic Science Crime Lab subsidy from the General Fund.	\$2,402,887.00
<b>TOTAL</b>	<b>\$2,492,887.00</b>

Grants/Projects	Amount
Justice Services – A cash transfer from the State Homeland Security grant to the Regional Collaboration Project to cover approved expenditures through an intra-agency agreement. Funding is from the U.S. Department of Homeland Security.	\$13,375.46
Justice Services – A cash transfer from the State Homeland Security Law Enforcement grant to the Northeast Ohio Regional Fusion Center to cover approved expenditures through an intra-agency agreement. Funding is from the U.S. Department of Homeland Security.	\$28,572.85
Justice Services – A cash transfer from the Urban Area Security Initiative grant to the Northeast Ohio Regional Fusion Center to cover approved expenditures through an intra-agency agreement. Funding is from the U.S. Department of Homeland Security.	\$36,276.16
Justice Services – A cash transfer from the Urban Area Security Initiative grant to the Northeast Ohio Regional Fusion Center to cover approved expenditures through an intra-agency agreement. Funding is from the U.S. Department of Homeland Security.	\$2,094.20
Public Works/Road & Bridge – A cash transfer to cover the required cash match for the East 105 <sup>th</sup> /Martin Luther King Blvd. intersection project. Funding is 50% Federal Highway Administration, 42% from Issue I, and 4% from the City of Cleveland and the County.	\$556,561.00
<b>TOTAL</b>	<b>\$636,879.67</b>

<b>Total Cash Transfers - All Funds</b>	<b>\$117,668,895.64</b>
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Thank you for your consideration regarding this matter.

Sincerely,



Matthew Rubino  
 Director, Office of Budget & Management  
[mrubino@cuyahogacounty.us](mailto:mrubino@cuyahogacounty.us)  
 (216) 443-7448  
 Fax: (216) 443-7256

**Recommendation for Appropriation Request**

<b>Request Description</b>	Appropriation Increase
<b>Requesting Agency</b>	Office of Budget and Management
<b>Funding Source</b>	General Fund
<b>Total Impact</b>	\$140,000.00
<b>Status</b>	Recommended
<b>Agenda Date</b>	October 23, 2012

**Summary of Request**

Request to increase Municipal Judicial Costs to cover projected expenses through the rest of the year.

**Background Information**

The County is required by the Ohio Revised Code to reimburse the municipal courts for a portion of the payroll expenses for select staff, as well as assigned counsel costs. This request seeks to increase the budget based on the 2<sup>nd</sup> quarter estimate, which projects expenses to total nearly \$3.2 million, which represents an increase of 4% over 2011.

**OBM Recommendation and Impact Statement**

OBM recommends approval of this request. These expenses are mandated by the Ohio Revised Code and the budget as approved does not accommodate an increase in expenses.

**Recommendation for Appropriation Request**

<b>Request Description</b>	Appropriation Increase
<b>Requesting Agency</b>	Office of Budget and Management
<b>Funding Source</b>	General Fund
<b>Total Impact</b>	\$300,000.00
<b>Status</b>	Recommended
<b>Agenda Date</b>	October 23, 2012

**Summary of Request**

Request to increase appropriation to the Prisoner Board and Care budget to cover expenses through the rest of the year.

**Background Information**

Request to increase appropriation to the Prisoner Board and Care budget to cover expenses through the rest of the year, based on the midyear estimate of \$1.2 million, which is 15% greater than the approved budget of \$994,920. This budget covers the cost of housing County prisoners in other jails when there is either insufficient space or staffing to accommodate all of the prisoners sentenced to or detained in the County Jail. Outside jails are reimbursed for prisoner board and care at a rate established by the County Sheriff, currently set at \$55 per prisoner per day.

It should be noted that the cost of housing prisoners in outside jails, which is supported by the County's General Fund, is partially offset by revenue generated from housing Federal and State prisoners in the County Jail. State prisoners are part of the Local Incarceration Program, which provides judges with the option to sentence offenders serving fewer than 100 days to the County Jail as opposed to State institutions. Though the State revenue does not cover the County's jail costs in total, there are additional benefits in terms of recidivism and community re-entry.

The 2012 estimate is more than double the \$470,322 paid in 2011 but nearly equal to what was spent in 2010. Inmate days in outside facilities spikes in the 4<sup>th</sup> quarter of 2011 following a policy change enacted by the Sheriff that requested municipal courts to retain prisoners in local jails that were serving sentences of 30 days or fewer.

Additionally, the ADP in the County Jail was much lower in the 4<sup>th</sup> quarter of 2011 and the 1<sup>st</sup> quarter of 2012. The ADP in the 2<sup>nd</sup> quarter was nearly identical to that in the same period in 2011; the 3<sup>rd</sup> quarter ADP was 5% higher than that of 2011, averaging more than 2,200.

Prisoner Board and Care expenses and the prisoner population in outside jails is closely monitored by the Sheriff's Office, the Prosecutor's Office, the Court of Common Pleas, and the Office of Budget and Management.

**OBM Recommendation and Impact Statement**

OBM recommends approval of this request. These are mandated expenses.



### Recommendation for Appropriation Request

<b>Request Description</b>	Decrease in Appropriation
<b>Requesting Agency</b>	Department of Children and Family Services (CF135004)
<b>Funding Source</b>	Health and Human Services Levies
<b>Total Impact</b>	\$ 955,976.58
<b>Status</b>	Recommended
<b>Agenda Date</b>	10/23/2012

#### **Summary of Request**

Request to decrease appropriation totaling \$955,976.58 for the Cuyahoga County Department of Children and Family Services because corresponding contracts have been decertified, as a result of unused funds earmarked for prior year contractual services and placement contracts.

#### **Background Information**

The Department of Children and Family Services had several expired contracts that have been decertified. The majority of the contracts were associated with mental health services for children with significant behavioral needs, who are involved in multiple systems, through family focused, child centered, strength based, and culturally competent care in the community. These contracts have been paid out for these specific time periods and have expired.

#### **OBM Recommendation and Impact Statement**

The decrease in appropriation will not impact the Department of Children and Family Services ability to continue to fulfill their mission and provide services to children and families. OBM recommends this measure to more accurately reflect the true financial position of the agency. The current appropriation covers the existing obligations so this reduction will not impact current services.

### Recommendation for Appropriation Request

<b>Request Description</b>	Decrease in Appropriation
<b>Requesting Agency</b>	Office of Early Childhood (EC451419 & EC451435)
<b>Funding Source</b>	Ohio Department of Health
<b>Total Impact</b>	\$ 4,629,752.00
<b>Status</b>	Recommended
<b>Agenda Date</b>	10/23/2012

#### Summary of Request

Request to decrease appropriation totaling \$4,629,752.00 for the Office of Early Childhood/Invest in Children due to the elimination of the Office of Early Childhood acting as the lead agency for the Help Me Grow funding. Effective (SFY 13') July, 1 2012 IIC will no longer be the pass through agency for the Help Me Grow program. As a result, \$4.6 million annually in other intergovernmental revenue from the Ohio Department of Health will be reduced from the agencies budget.

#### Background Information

The Office of Early Childhood/Invest in Children had several contracts that have been eliminated as result of the redirection in funding. The contracts are associated with Help Me Grow provides prenatal home visits and support services to families in other communities and ongoing home visits for children from birth to age three.

#### OBM Recommendation and Impact Statement

The decrease in appropriation will not impact the Office of Early Childhood's ability to continue to fulfill their mission and provide supportive services to parents and caregivers, and build awareness, momentum, and advocacy in the community around children and family issues. OBM recommends this measure to more accurately reflect the true financial position of the agency. The current appropriation covers the existing obligations so this reduction will not impact current services.

**Recommendation for Appropriation Request**

<b>Request Description</b>	Appropriation to cover personnel shortfall in fringe benefits
<b>Requesting Agency</b>	Office of Homeless Services
<b>Funding Source</b>	Health and Human Services Levy
<b>Total Impact</b>	\$3,500.00
<b>Status</b>	Recommended
<b>Agenda Date</b>	October 23, 2012

**Summary of Request**

Additional appropriation is requested to cover the projected budget shortfall in fringe benefits. The 2012 projection for personal benefits reflects a slight variance between estimated employer healthcare expenditures and the initial estimates.

**Background Information**

A projected \$3,500 shortfall is expected in fringe benefits. Due to, the increase in health insurance benefits cost this year, across the county hospitalization is projecting higher than the original budget amount.

**OBM Recommendation and Impact Statement**

OBM recommends approval of this request because the shortfall results from higher than projected employer healthcare expenditures.

**Recommendation for Appropriation Request**

<b>Request Description</b>	Appropriation to cover property taxes on the MetroHealth property – old Deaconess Hospital
<b>Requesting Agency</b>	Public Works
<b>Funding Source</b>	General Fund
<b>Total Impact</b>	\$208,273.00
<b>Status</b>	Recommended
<b>Agenda Date</b>	October 23, 2012

**Summary of Request**

Additional appropriation is requested to pay for property taxes (\$208,273) assessed on the MetroHealth property.

**Background Information**

The County has been presented with property tax bills for the MetroHealth property that was formerly known as Deaconess Hospital. In 2004 MetroHealth acquired Deaconess, which had, since the year 2000, been a privately-owned institution that was required to pay property taxes. Generally, governmental entities are not required to pay taxes on its properties, so in 2011 the County applied for property tax exemption for this MetroHealth property. This summer the Department of Public Works was notified that exemption will not be considered for tax obligations that are more than three years' old. Therefore, the County is required to pay the delinquent taxes from 2003 to 2007, but its claims for exemption for 2008-2011 will be considered.

**OBM Recommendation and Impact Statement**

OBM recommends approval of this request because the County is required by law to pay these taxes.

## MEMORANDUM

OTO: Jeanne Schmotzer, Clerk of Council  
FROM: Matthew Rubino, Director, Office of Budget & Management  
DATE: October 2, 2012  
RE: Agenda Items

The Office of Budget & Management requests that the following fiscal items be presented to the members of County Council for their consideration for approval on first reading at the meeting of October 23, 2012. The requested fiscal items including additional appropriations, appropriation transfers, and cash transfers meet agency budgetary needs.

**Resolution: Additional Appropriations**

A.	01A001 - General Fund		<b>BA1200711</b>
	MT805432 – Municipal Judicial Costs		
	Personal Services	\$	35,000.00
	Other Expenses	\$	105,000.00

Request to increase appropriation within the budget for Municipal Judicial expenses to cover expenses through the rest of the year. These costs are mandated by Section 1901 of the Ohio Revised Code and supported by the County's General Fund.

B.	01A001 – General Fund		<b>BA1200713</b>
	AE511451 – Prisoner Board and Care		
	Other Expenses	\$	300,000.00

Request to increase appropriation to the Prisoner Board and Care budget to cover expenses through the rest of the year, based on the midyear estimate of \$1.2 million, which is 15% greater than the approved budget of \$994,920. Funding is from the General Fund.

C.	20A586 – Legal Research and Computerization		<b>BA1200710</b>
	CO456541 – Legal Research and Computerization		
	Other Expenses	\$	75,000.00

Request to increase appropriation to the Court of Common Pleas' Legal Research Fund, which generates revenue through the collection of a \$3 fee on filings as permitted by Section 2303.201 of the Ohio Revised Code. This fund supports the Court's legal research contact. There is no impact on the County's General Fund resulting from this request.

Fiscal Office  
Office of Budget & Management  
1219 Ontario Street, Cleveland, OH 44113, (216) 443-7220, FAX (216) 443-7256  
Ohio Relay Service (TTY) 711

D.	21A512 – CCA 408 Jail/Misdemeanant CO741371 – Jail Case Management FY12 Other Expenses	\$ (19,955.00)	<b>BA1200733</b>
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Request to decrease appropriation to the Court of Common Pleas' Jail Case Management grant for fiscal year 2012, funded by the Ohio Department of Rehabilitation and Correction. This decrease is necessary to properly close-out the grant.

E.	01A001 – General Fund PC400051 – Probate Court Personal Services	\$ 130,000.00	<b>BA1200786</b>
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Request to increase appropriation to the benefits line of the General Fund budget for Probate Court to cover an estimated shortfall in the employer-share of hospitalization expenses.

F.	20A264 – County Law Library Resource Board LL440008 – County Law Library Resource Board Personal Services	\$ 2,000.00	<b>BA1200785</b>
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Request to increase appropriation to the benefits line of the budget for the Cuyahoga County Law Library Resource Board to cover an estimated shortfall in the employer share of hospitalization expenses. The Law Library is solely supported by various fines and fees; this request does not impact the County's General Fund.

G.	24A435 –Cuyahoga Tapestry System of Care CF135004 – DCFS- Cuyahoga Tapestry System of Care Other Expenses	\$ (955,976.58)	<b>BA1200568</b>
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Appropriation decrease is requested to reduce excess appropriations in The Department of Children and Family Services for aged encumbrances that were recently decertified, as a result of unused funds earmarked for prior year contractual services and placement contracts. The Department of Children and Family Services is primarily funded from the Health and Human Services Levy Fund.

H1.	20A807 –EC-Invest in Children EC451419 – Early Intervention Other Expenses	\$ (2,375,034.00)	<b>BA1200569</b>
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H2.	24A635 – EC-Invest in Children-PA EC451435 – Early Start Other Expenses	\$ (2,254,718.00)	<b>BA1200570</b>
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An appropriation decrease is requested to reduce appropriations for The Office of Early Childhood/Invest in Children (EC/IIC) due to the redirection in state funding for the Help Me Grow Program effective with SFY 13. Beginning June 1, 2012 funding will no longer flow through EC/ IIC. The Office of Early Childhood funding source is primarily the Health and Human Services Levy Fund.

I.	24A641 – PA – Homeless Services		<b>BA1200573</b>
	HS158097 – Office of Homeless Services		
	Personal Services	\$	3,500.00

An appropriation increase is requested in order to cover the projected shortfall for the remainder of the year in employer share of hospitalization. The Department of Homeless Services funding source is primarily the Health and Human Services Levy Fund.

J.	40A069 – Future Debt Issuance		<b>BA1200557</b>
	CC768085 – HPG Garage – Health and Safety Critical Repairs		
	Personal Services	\$	60,000.00
	Capital Outlay	\$	1,140,000.00

Appropriation is requested to fund the capital project to rehabilitate and reconstruct the ramps and other areas in the Huntington Park Garage. The engineering firm, URS, presented to Public Works plans to repair the most critical areas of the garage in the short-term with the overall goal to protect the immediate health and safety of future garage patrons. These health and safety repairs will be made in time for the Medical Mart to be opened to the public. These critical repairs in this capital project make up only a portion of the total costs recommended by URS which total over \$5.6 million. This \$1.2 million critical repair project will be 100% fund by general obligation bonds to be issued in November 2012. The portion of the costs not covered in this offering will be funded by bond proceeds from a future bond issue.

K.	40A069 – Future Debt Issuance		<b>BA1200558</b>
	CC767897 – Elevator Upgrade – Board of Elections		
	Capital Outlay	\$	176,000.00

Additional Appropriation is requested for the Elevator Upgrade project at the Board of Elections. This project was originally approved in 2009 for \$615,000 in appropriation. The project was then increased in March, 2011 to \$750,000 in total appropriation (R2011-0087). The project was delayed and was not undertaken in each of these years. Finally, an additional appropriation of \$176,000 is needed in 2012 to complete the project. Funding for the Elevator Upgrade at the Board of Elections will come from proceeds from the sale of 2012 General Obligation Bond scheduled to be completed in November 2012.

L.	40A069 – Future Debt Issuance		<b>BA1200559</b>
	CC767962 – Medical Examiner Regional Crime Lab Build-Out		
	Other Expenses	\$	16,000.00

Additional appropriation is requested for the renovation of the Regional Crime Lab due to changes in the project's scope. The primary goals of the project are to provide architectural and engineering services to renovate approximately 20,000 square feet on the 3<sup>rd</sup> floor of the Medical Examiner's Building to house the Cuyahoga County Regional Crime Laboratory. The scope of the work will include renovating the space to accommodate evidence storage, fingerprint laboratories and offices, fingerprint storage, automated fingerprint and information system (AFIS), a drug laboratory and ballistics laboratory. Funding for the Regional Crime Lab comes from the Gruttadauria settlement dollars held in reserve in the General Fund.

M1.	29A391 – HHS 4.8 Mill Levy		<b>BA1200769</b>
	SU514372 – System of Care HHS Subsidy		
	Other Expenses	\$	(520,000.00)

M2.	29A391 - HHS 4.8 Mill Levy SU514430 – Employment & Family Subsidy Other Expenses	\$	(700,000.00)
M3.	29A391 – HHS 4.8 Mill Levy SU514273 – Child Support Enforcement Subsidy Other Expenses	\$	(630,000.00)
M4.	29A391 – HHS 4.8 Mill Levy SU514414 – Senior & Adult Services Subsidy Other Expenses	\$	(393,000.00)
M5.	29A390 – HHS 2.9 Mill Levy SU513994– Senior & Adult Services Subsidy Other Expenses	\$	(393,000.00)
M6.	29A390 – HHS 2.9 Mill Levy SU513986– Employment and Family Subsidy Other Expenses	\$	(2,000,000.00)

Realignment of Health and Human Services Levy Fund accounts in order to transfer funding to the Public Assistance operating funds. The Health and Human Services Levy Fund is supported by voted property taxes.

N1.	29A391 – HHS 4.8 Mill Levy SU514315 – Children Services Subsidy Other Expenses	\$	362,000.00	<b>BA1200770</b>
N2.	29A391 – HHS 4.8 Mill Levy SU514299 – Children & Family Services Subsidy Other Expenses	\$	39,178.00	
N3.	29A391 – HHS 4.8 Mill Levy SU514281 – Office of Homeless Services Subsidy Other Expenses	\$	282,555.00	
N4.	29A391 – HHS 4.8 Mill Levy SU514349– Family and Children First Subsidy Other Expenses	\$	1,885,460.00	
N5.	29A391 – HHS 4.8 Mill Levy SU514364– Human Services Other Subsidy Other Expenses	\$	842,970.00	
N6.	29A391 – HHS 4.8 Mill Levy SU514398– Invest In Children Subsidy Other Expenses	\$	873,150.00	
N7.	29A390 – HHS 2.9 Mill Levy SU513960 – Children & Family Services Subsidy Other Expenses	\$	60,510.00	



N8.	29A390 – HHS 2.9 Mill Levy		
	SU513978– Children Services Fund Subsidy		
	Other Expenses	\$	350,525.00

Realignment of Health and Human Services Levy Fund accounts in order to transfer funding to the Public Assistance operating funds. The Health and Human Services Levy Fund is supported by voted property taxes.

O.	40A069 – Future Debt Issuance		<b>BA1200560</b>
	CC768093 – Juvenile Public Defenders Office Relocation		
	Personal Services	\$	50,000.00
	Other Expenses	\$	10,000.00
	Capital Outlays	\$	940,000.00

Additional appropriation is requested for the build out and relocation of the Public Defender to the Juvenile Justice Center. The build out is a reconfiguration of the 1<sup>st</sup> floor of the Juvenile Justice Center to accommodate the offices of the Public Defender. Funding for the Juvenile Public Defenders Office Relocation will come from the proceeds of the 2012 General Obligation bond offering to occur in November of this year.

P.	21A494 – VOCA Children Who Witness Violence		<b>BA1200778</b>
	JA765222 – VOCA Children Who Witness Violence 2013		
	Other Expenses	\$	70,253.00

Establish appropriations for a the continuation award from the Ohio Attorney General’s Office, Victims of Crime Act covering the period October 1, 2012 through September 30, 2013 in the amount of \$52,690 with a cash match requirement of \$17,563.33 from the Justice Services Witness Victim HHS account that was included in the current budget (see related cash transfer, document JT1200067, fiscal item K, on page 22). The total project amount is \$70,253.33.

Q.	21A453 – Felony Coordinator		<b>BA1200779</b>
	JA753657 – Felony Coordinator 2013VOCA		
	Personnel Services	\$	188,399.00

Establish appropriations for a the continuation award from the Ohio Attorney General’s Office, Victims of Crime Act covering the period October 1, 2012 through September 30, 2013 in the amount of \$141,299 with a cash match requirement of \$47,099.67 from the Justice Services Witness Victim HHS account that was included in the current budget (see related cash transfer, document JT1200066, fiscal item L, on page 22). The total project amount is \$188,398.67.

R.	21A518 – Juvenile Court Victim Advocate		<b>BA1200780</b>
	JA753665 – Juvenile Court Advocacy Program FY13		
	Personnel Services	\$	15,030.00

Establish appropriations for a the continuation award from the Ohio Attorney General’s Office, Victims of Crime Act covering the period October 1, 2012 through September 30, 2013 in the amount of \$15,030, no cash match is required.

S.	21A885 – State Victims Assistance Act		<b>BA1200781</b>
	JA765230 – State Victims Assistant Act (SVAA) FY13		
	Other Expenses	\$	5,925.00

Establish appropriations for a the continuation award from the Ohio Attorney General's Office, Victims of Crime Act covering the period October 1, 2012 through September 30, 2013 in the amount of \$5,925.00, no cash match is required.

T.	21A525 – VAWA Block Grant		<b>BA1200782</b>
	JA753731 – FY2012 VAWA Block Grant CY2013		
	Other Expenses	\$	461,589.16

Establish appropriations for a the continuation award from the United States Department of Justice, Office on Violence Against Women passed through the Ohio Office of Criminal Justice Services covering the period January 1, 2013 through December 31, 2013. Executive approval occurred on August 27, 2012, (BC2012-244). The award provides funds to three cities and three providers to implement the program under the Stop Violence Against Women Act. No cash match is required.

U.	54P565 – Sanitary Engineer		<b>BA1000737</b>
	ST541029 – Sewer Relining and Manhole Rehabilitation		
	Capital Outlays	\$	16,000.00

Appropriation is requested for the sewer lining project for the Inland Waters development. A change order in the amount of \$43,467.69 is being processed and the Department is short by \$16,000. Funding for this project is provided through sewer district cash balances.

V.	26A651 - \$7.50 Road and Bridge Registration Tax		<b>BA1000738</b>
	CE417477 - \$7.50 License Tax Fund Capital Improvements		
	Other Expenses	\$	1,950,000.00

Appropriation is requested to cover the County's share of two projects funded by the Ohio Department of Public Works Integrating Committee (Issue 1) District One. The projects are improvements to Barrett Road (\$1,160,578) and Noble Road (\$788,681). The total original estimate for both projects is \$5,795,000.

W.	01A001 – General Fund		<b>BA1000739</b>
	CT577106 – Risk and Property Management		
	Other Expenses	\$	208,273.00

Appropriation is requested to pay property taxes for the years 2003 through 2007 for the old Deaconess Hospital that was acquired by Metro Health Hospital System.

X1.	61A607 – Centralized Custodial Services		<b>BA1200809</b>
	CT571000 – Buildings and Grounds - Administration		
	Personal Services	\$	(59,550.70)

X2.	01A001 – General Fund		
	FS109645 – Fiscal Operation – Records/License/Outreach		
	Personal Services	\$	(77,441.47)

X3.	01A001 – General Fund		
	FS109660 – Treasury Management		
	Personal Services	\$	(101,579.91)

X4.	20A301 – Real Estate Assessment FS109702 – Fiscal Operation – Tax Assessments			
	Personal Services	\$	(160,843.36)	
X5.	01A001 – General Fund HR018010 – Human Resources			
	Personal Services	\$	(41,706.41)	
X6.	63A100 – Information Services Center IS821009 – Information Services Center			<b>BA1200810</b>
	Personal Services	\$	441,121.85	

Decreases and a corresponding increase in appropriation are requested to cover the personnel costs related to the transfer of employees to the Information Technology (IT) Department. The sources of funding for the IT Department are charges to user agencies for data processing and telecommunications management services.

Y.	01A001 – General Fund DV014225 – Regional Collaboration			<b>BA1200811</b>
	Other Expenses	\$	34,130.00	

The Department of Regional Collaboration requests appropriation for a portion of the shared governmental services study for Moreland Hills, Orange, Pepper Pike, and Woodmere. The County entered into a revenue-generating agreement with the Northeast Ohio Areawide Coordinating Agency (NOACA) and that entity deposited \$34,130 with the County for the merger study. This amount supplements the \$100,000 Ohio Department of Development grant that was approved on August 28, 2012.

Z.	01A001 – General Fund SU513200 – County Airport			<b>BA1200813</b>
	Other Expenses	\$	138,761.00	

Appropriation is requested in the Airport subsidy account to provide for the General Fund subsidy transfer for the Airport. The other sources of funding for the Airport are leases, and hangar, privileges, and landing fees (see related cash transfer item).

AA.	22A105 – Housing & Urban Development (HUD) Section 108 DV711606 – HUD Section 108			<b>BA1200815</b>
	Other Expenses	\$	8,640.70	

Additional appropriation is requested in the Department of Housing and Urban Development (HUD) grant to cover the repayment of loans from existing borrowers. Loan repayments are collected in a holding account and are periodically transferred to repay HUD. Funding for HUD Section 108 comes from the Department of Housing and Urban Development.

BB1.	20A811 – Juvenile Ct. Detention & Probation Services JC107516 – Juvenile Court Probation Services			<b>BA1200752</b>
	Personal Services	\$	(200,000.00)	
	Other Expenses	\$	(175,000.00)	

BB2.	20A811 – Juvenile Ct. Detention & Probation Services		
	JC107532 – Juvenile Court Legal Services		
	Personal Services	\$	(50,000.00)
	Other Expenses	\$	(85,000.00)
BB3.	20A811 – Juvenile Ct. Detention & Probation Services		
	JC107524 – Juvenile Court – Detention Services		
	Other Expenses	\$	(98,000.00)
BB4.	01A001 – General Fund		<b>BA1200754</b>
	JC370056 – Juvenile Court – Detention Home		
	Personal Services	\$	478,000.00
BB5.	01A001 – General Fund		
	JC372060 – Juvenile Court – Legal		
	Personal Services	\$	130,000.00

This requested appropriation increase (BA1200752) would decrease unneeded appropriation of Health and Human Services Levy funds for the Juvenile Court due to decreased need.

The appropriations decreases would offset Juvenile Court General Fund requested increases (BA1200754) to cover increased expenditures primarily related to additional overtime needed in the Detention Center due to issues with the new Juvenile Justice Center. Funding comes from the General Fund.

**Resolution: Appropriation Transfers**

A. FROM: 01A001 – General Fund **BA1200712**  
CO380121 – Judicial Administration  
Other Expenses \$ 200,000.00

TO: 01A001 – General Fund  
CO380121 – Judicial Administration  
Capital Outlay \$ 200,000.00

Request to transfer appropriation within the Court of Common Pleas' General Fund budget to support the purchase of new chairs in the Court's jury boxes and jury deliberation rooms, most of which replace furniture original to the building. Funding for this project is derived from surplus appropriation carried over from the Court's 2011 General Fund budget.

B. FROM: 01A001 – General Fund **BA1200746**  
VS490052 – Veterans Service Commission  
Other Expenses \$ 160,000.00

TO: 01A001 – General Fund  
VS490052 – Veterans Service Commission  
Personal Services \$ 160,000.00

Request to transfer appropriation within the budget for the Veterans Services Commission in order to use a portion of the estimated \$1.1 million surplus in client services to cover a shortfall in personnel resulting from payouts for retirements and a wrongful termination lawsuit, as well as the employer share of hospitalization. The Veterans Services Commission is solely supported by the County's General Fund as mandated by the Ohio Revised Code.

C. FROM: 20A603 – Probate Court Special Projects **BA1200734**  
PC404616 – Probate Court Special Projects  
Capital Outlay \$ 11,000.00

TO: 20A603 – Probate Court Special Projects  
PC404616 – Probate Court Special Projects  
Other Expenses \$ 11,000.00

Request to transfer appropriation from capital outlay to other expenses in the Court's Special Project Fund in order to post expenses. The original appropriation of \$32,000 was applied to the capital outlay budget line in error: the Fund's appropriation should have been budgeted in other expenses. This fund is solely supported by Court fees and does not impact the County's General Fund.

D. FROM: 01A001 – General Fund **BA1200788**  
CO380121 – Judicial  
Other Expenses \$ 30,353.00

TO: 01A001 – General Fund  
DR391052 – Domestic Relations Court  
Personal Services \$ 17,459.00

01A001 – General Fund  
 DR495515 – Domestic Relations Child Support  
 Personal Services \$ 12,894.00

Request to transfer appropriation from the Court of Common Pleas to Domestic Relations Court in support of four new positions to respond to increasing caseloads in the Court. New positions include a Child Support Magistrate, two clerks, and a social worker. The annual cost of these positions totals approximately \$265,000; the Support Magistrate and one of the clerks, however, are supported by Federal Title IV-D funding, which reimburses expenses at the rate of 66%. The annual impact on the County's General Fund as a result of this request is approximately \$150,000.

E. FROM: 24A601 – Senior & Adult Services **BA1200763**  
 SA138602 – Home Based Services  
 Personal Services \$ 402,000.00

TO: 24A601 – Senior & Adult Services  
 SA138420- Home Support  
 Personal Services \$ 159,000.00

24A601 – Senior & Adult Services  
 SA138479 – Protective Services  
 Personal Services \$ 116,000.00

24A601 – Senior & Adult Services  
 SA138701 – OPTIONS Program  
 Personal Services \$ 127,000.00

The Department of Senior and Adult Services has requested appropriation transfers to realign appropriations within index codes to cover projected salary and fringe charges for the remainder of the year. The funding source is the Health and Human Services Levy Fund, the Public Assistance allocations, and fees for direct services provided to clients.

F1. FROM: 24A510 – Work & Training Admin **BA1200758**  
 WT137109 – Admin Services-General Manager  
 Personal Services \$ 188,000.00

TO: 24A510 – Work & Training Admin  
 WT137315- Work First Services  
 Personal Services \$ 29,000.00

24A510 – Work & Training Admin  
 WT137463 – VEB Building NFSC  
 Personal Services \$ 159,000.00

F2. FROM: 24A510 – Work & Training Admin **BA1200759**  
 WT137471 – Mount Pleasant NFSC  
 Personal Services \$ 396,000.00

24A510 – Work & Training Admin  
 WT137539- West Shore NFSC  
 Personal Services \$ 20,000.00

	TO:	24A510 – Work & Training Admin WT137463 – VEB Building NFSC Personal Services	\$	416,000.00	
F3.	FROM:	24A510 – Work & Training Admin WT137471 – Mount Pleasant NFSC Personal Services	\$	224,000.00	<b>BA1200760</b>
	TO:	24A510 – Work & Training Admin WT137141- Client Support Services Personal Services	\$	47,000.00	
		24A510 – Work & Training Admin WT137315- Work First Services Personal Services	\$	41,000.00	
		24A510 – Work & Training Admin WT137414- Southgate NFSC Personal Services	\$	61,000.00	
		24A510 – Work & Training Admin WT137455- Quincy Place NFSC Personal Services	\$	75,000.00	
F4.	FROM:	24A510 – Work & Training Admin WT137539 – West Shore NFSC Personal Services	\$	170,000.00	<b>BA1200761</b>
	TO:	24A510 – Work & Training Admin WT137455- Quincy Place NFSC Personal Services	\$	170,000.00	
F5.	FROM:	24A510 – Work & Training Admin WT137943 – Information Services Personal Services	\$	98,000.00	<b>BA1200762</b>
	TO:	24A510 – Work & Training Admin WT137414- Southgate NFSC Personal Services	\$	53,000.00	
		24A510 – Work & Training Admin WT137455- Quincy Place NFSC Personal Services	\$	45,000.00	

The Department of Employment and Family Services has requested appropriation transfers to realign appropriations within index codes to cover projected salary and fringe charges for the remainder of the year. The funding source is primarily Federal/State as well as the Health and Human Services Levy Fund.

G.	FROM:	24A601 – Senior & Adult Services	<b>BA1200793</b>
		SA138701 – OPTIONS Program	
		Other Expenses	\$ 73,000.00
	TO:	24A601 – Senior & Adult Services	
		SA138321- Administrative Services - SAS	
		Other Expenses	\$ 73,000.00

The Department of Senior and Adult Services has requested an appropriation transfer to realign appropriations within index codes to cover additional costs associated with the lease at the Mt. Pleasant office. The funding source is the Health and Human Services Levy Fund, the Public Assistance allocations, and fees for direct services provided to clients.

H.	FROM:	24A301 – Children & Family Services	<b>BA1200575</b>
		CF135442 – Training	
		Personal Services	\$ 2,500.00
		24A301 – Children & Family Services	
		CF135483 – Caregiver Parent Recruitment	
		Personal Services	\$ 34,000.00
		24A301 – Children & Family Services	
		CF135491 – Information Services	
		Personal Services	\$ 80,000.00
		24A301 – Children & Family Services	
		CF135509 – Direct Services	
		Personal Services	\$ 66,000.00
		24A301 – Children & Family Services	
		CF135525 – Supportive Services	
		Personal Services	\$ 6,000.00
		24A301 – Children & Family Services	
		CF135582 – Permanent Custody Adoptions	
		Personal Services	\$ 79,000.00
		24A301 – Children & Family Services	
		CF135616 – CFS Foster Homes/Resource Mgt	
		Personal Services	\$ 164,000.00
	TO:	24A301 – Children & Family Services	
		CF135467 – Administrative Services	
		Personal Services	\$ 372,000.00
		24A301 – Children & Family Services	
		CF135541 – Multi Systematic Therapy Unit (MST)	
		Personal Services	\$ 50,000.00
		24A301 – Children & Family Services	
		CF135608 – Contracted Placements	
		Personal Services	\$ 9,500.00



The Department of Children and Family Services has requested appropriation transfers to realign appropriations within index codes to cover projected salary and fringe charges for the remainder of the year. The funding source is primarily Federal/State as well as the Health and Human Services Levy Fund.

I.	FROM:	01A001 – General Fund	<b>BA1200784</b>
		CO380121 – Judicial Administration	
		Other Expenses	\$ 25,000.00
	TO:	01A001 – General Fund	
		CO380196 – Magistrates	
		Other Expenses	\$ 25,000.00

Request to transfer appropriation within the Court of Common Pleas' General Fund budget – from Judicial Administration to Magistrates – to cover current expenses on the NSF report (e.g. arbitration payments) and projected expenses through the rest of the year. A sizeable surplus is projected in the Judicial Administration budget resulting from a projection for assigned counsel expenses that is much less than what was anticipated in the original 2012 budget and less than what was spent in the last two years: 13% less than 2011 and 22% less than 2010.

J.	FROM:	21A359 – Internet Crimes Against Children	<b>BA1200725</b>
		PR764860– Internet Crimes Against Children FY09	
		Capital Outlays	\$ 10,835.17
	TO:	21A359 – Internet Crimes Against Children	
		PR764860– Internet Crimes Against Children FY09	
		Other Expenses	\$ 10,835.17

Transfer of appropriations within the Prosecutor's grant Internet Crimes Against Children FY09 for pending expenses and in preparation to close the grant. Funding is from the United States Department of Justice, Office of Justice Programs, National Institute of Justice covering the period October 1, 2009 through September 30, 2012.

K.	FROM:	21A900 – Regional Collaboration Project	<b>BA1200727</b>
		JA752675– Regional Collaboration Project 2009/2012	
		Other Expenses	\$ 1,690.83
	TO:	21A900 –Regional Collaboration Project	
		JA752675– Regional Collaboration Project 2009/2012	
		Capital Outlays	\$ 1,690.83

Transfer of appropriations within the Regional Collaboration Project for pending expenses and in preparation to close the grant. Funding is from the United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period January 1, 2011 through September 15, 2012.

L. FROM: 20A076 – Cuyahoga County Regional Forensic Science Lab **BA1200772**  
 CR180265– Cuyahoga County Regional Forensic Science Lab  
 Personnel Services \$ 40,000.00

TO: 20A076 – Cuyahoga County Regional Forensic Science Lab  
 CR180265– Cuyahoga County Regional Forensic Science Lab  
 Other Expenses \$ 40,000.00

Transfer appropriations within the Medical Examiners Regional Forensic Science Lab for supply purchases in the remainder of 2012. Funding is from fees for autopsies to other counties and a subsidy from the General Fund covering the period January 1, 2012 through December 31, 2012.

M. FROM: 01A001 – General Fund **BA1200773**  
 CR180026– Coroner Operations  
 Personnel Services \$ 35,000.00

TO: 01A001 – General Fund  
 CR180026– Coroner Operations  
 Other Expenses \$ 35,000.00

Transfer appropriations within the Medical Examiners Operations account for supply purchases in the remainder of 2012. Funding is from the General Fund covering the period January 1, 2012 through December 31, 2012.

N. FROM: 21A218 – State SHSP-Law Enforcement (SHSPLE) **BA1200794**  
 JA767913– FFY10 State Homeland-Law Enforcement 10/13  
 Capital Outlays \$ 18,440.90

TO: 21A218 – State SHSP-Law Enforcement (SHSPLE)  
 JA767913– FFY10 State Homeland-Law Enforcement 10/13  
 Other Expenses \$ 18,440.90

Transfer appropriations within the State Homeland Security Law Enforcement grant for pending operating transfer due the Fusion Center per the interagency agreement. Funding is the United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through March 31, 2013.

O. FROM: 61A607 – Centralized Custodial Services **BA1000812**  
 CT577395 – Buildings and Grounds – Trades Services  
 Personal Services \$ 200,000.00

TO: 61A607 – Centralized Custodial Services  
 CT571000 – Buildings and Grounds - Administration  
 Personal Services \$ 200,000.00

A transfer is requested to cover year end fringe benefit expenses. The source of funding is charges to user agencies for space maintenance services.

P. FROM: 01A001 – General Fund **BA1000814**  
 AE210005 – Soldiers' and Sailors' Monument  
 Other Expenses \$ 3,000.00

TO: 01A001 – General Fund  
 AE210005 – Soldiers’ and Sailors’ Monument  
 Capital Outlays \$ 3,000.00

A transfer is requested to cover two laptop computers.

Q. FROM: 20A823 – JC Youth & Family Community Partnership **BA1200789**  
 JC108092 – Youth & Family Community Partnership  
 Other Expenses \$ 77,040.00

TO: 20A823 – JC Youth & Family Community Partnership  
 JC108092 – Youth & Family Community Partnership  
 Personal Services \$ 77,040.000

The Juvenile Court requests to move surplus appropriation from its Client Services lines to cover salary/benefits deficit within the Youth and Family Community Partnership (YFCP) program. Funding for this program comes from the Health and Human Services levy.

R. FROM: 01A001 – General Fund **BA1200791**  
 CC011106 – County Administrator  
 Other Expenses \$ 29,654.96

TO: 01A001 – General Fund  
 EX016006 – County Executive  
 Other Expenses \$ 29,654.96

A budget adjustment would transfer carryover funds from the County Administrator account to the Executive account. The countywide travel contract was recently extended with vendor KeyBank NA. The County Administrator account held carryover certification from the previous travel contract in the amount of \$29,654.96. This request would move this appropriation from the County Administrator account to the County Executive account to be used for travel and related other expenses. Funding comes from the General Fund.

S. FROM: 01A001 – General Fund **BA1200837**  
 HC019018 – Human Resources Commission  
 Other Expenses \$ 2,000.00

TO: 01A001 – General Fund  
 HC019018 – Human Resources Commission  
 Personal Services \$ 2,000.00

A budget adjustment would cover a shortfall in the salary line. The Human Resources Commission became staffed in late 2011, and the budget was established before the two staff were hired. Funding comes from the General Fund.

T. FROM: 01A001 – General Fund **BA1200750**  
 JC372052 – Juvenile Court – Judges  
 Personal Services \$ 33,000.00  
 Other Expenses \$ 25,000.00

01A001 – General Fund  
JC372056 – Juvenile Court – Detention Home  
Other Expenses                   \$           345,000.00

01A001 – General Fund  
JC375055 – Juvenile Court – Child Support  
Personal Services               \$           65,000.00  
Other Expenses                 \$           80,000.00

TO:           01A001 – General Fund  
              JC372052 - Juvenile Court – Judges  
              Other Expenses               \$           33,000.00  
              Capital Outlay                \$           25,000.00

01A001 – General Fund  
JC370056 – Juvenile Court – Detention Home  
Personal Services               \$           345,000.00

01A001 – General Fund  
JC372060 – Juvenile Court - Legal  
Personal Services               \$           145,000.00

This appropriation request would transfer General Fund appropriation within the Juvenile General Fund budget to correct budget deficits. The largest cause of the projected deficit is overtime in the Detention Center which is needed while Juvenile Court continues to work with Public Works to resolve facility issues at the new Juvenile Justice Center.

**Resolution: Cash Transfers**

A. FROM: 29A391 – Health and Human Services Levy 4.8 **JT1200063**  
SU514216 – Criminal Justice Intervention  
Transfer Out \$ 350,000.00

TO: 20A192 – TASC HHS  
CO456533 – TASC HHS  
Revenue Transfer \$ 350,000.00

Request to process the 2012 Health and Human Services levy subsidy to the Treatment Alternative to Street Crimes program in the Court of Common Pleas. This subsidy is approximately 25% less than the original budget of \$481,386 as a result of a budget surplus and the draw-down of a beginning cash balance in the TASC Fund.

B. FROM: 29A391 – Health and Human Services Levy 4.8 **JT1200064**  
SU514539 – Common Pleas HHS Subsidy  
Transfer Out \$ 1,252,638.00

TO: 20A891 – Common Pleas HHS Subsidy  
CO456517 – Common Pleas HHS Subsidy  
Revenue Transfer \$ 1,252,638.00

Request to process the 2012 Health and Human Services levy subsidy to the Court of Common Pleas in support of the Drug Court docket, residential substance abuse treatment, and behavioral health services. The subsidy of \$1,252,638 is approximately 4% less than the original budget of \$1,310,304 as a result of slight budget surplus.

C. FROM: 291A391 – Health and Human Services Levy 4.8 **JT1200065**  
SU514877 – Public Defender HHS  
Transfer Out \$ 255,492.00

TO: 20A267 – Public Defender HHS  
PD141333 – Public Defender HHS  
Revenue Transfer \$ 255,492.00

Request to process the 2012 Health and Human Services levy subsidy to the Public Defender's Office in support of the social work staff. The subsidy of \$255,492 is approximately 14% less than the original budget of \$298,334 as a result of budget surplus that can be attributed to a position that has been vacant for the majority of the year.

D1. FROM: 29A391 – HHS 4.8 Mill Levy **JT1200058**  
SU514422 – Executive Office of HHS Subsidy  
Transfer Out \$ 953,543.00

TO: 24A430 – Executive Office of HHS  
HS157289 – Executive Office of HHS  
Revenue Transfer \$ 953,543.00

D2. FROM: 29A391– HHS 4.8 Mill Levy  
SU514372 – System of Care Subsidy  
Transfer Out \$ 5,636,368.00

TO: 24A435 – Cuyahoga Tapestry System of Care  
HS158089 – Cuyahoga Tapestry System of Care  
Revenue Transfer \$ 5,636,368.00

D3. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514430 - Employment & Family Services Subsidy  
Transfer Out \$ 645,173.00

29A390 – HHS 2.9 Mill Levy  
SU513986 - Employment & Family Services Subsidy  
Transfer Out \$ 645,173.00

TO: 24A510 – Employment & Family Services  
WT137109 – Administrative Services  
Revenue Transfer \$ 1,290,346.00

D4. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514299 – Children and Family Services Subsidy  
Transfer Out \$ 8,561,709.00

29A390 – HHS 2.9 Mill Levy  
SU513960 – Children and Family Services Subsidy  
Transfer Out \$ 8,561,709.00

TO: 24A301 – Children & Family Services  
CF135467 - Administrative Services – CF  
Revenue Transfer \$ 17,123,418.00

D5. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514414 – Senior and Adult Services Subsidy  
Transfer Out \$ 3,313,511.00

29A390 – HHS 2.9 Mill Levy  
SU513994 – Senior and Adult Services Subsidy  
Transfer Out \$ 3,313,511.00

TO: 24A601 – Senior & Adult Services  
SA138321 - Administrative Services  
Revenue Transfer \$ 6,627,022.00

D6. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514315 – Children Services Fund Subsidy  
Transfer Out \$ 10,497,509.00

29A390 – HHS 2.9 Mill Levy  
 SU513978 – Children Services Fund Subsidy  
 Transfer Out                   \$       10,497,509.00

TO:                   20A303 – Children Services Fund  
                       CF134049 – Purchased Congregate & Foster Care  
                       Revenue Transfer               \$       20,995,018.00

D7.   FROM:        29A391 – HHS 4.8 Mill Levy  
                       SU514349 – Family and Children First Subsidy  
                       Transfer Out                   \$       4,630,578.00

TO:                   24A640 – Family and Children First PA  
                       FC451492 – Family and Children First PA  
                       Revenue Transfer               \$       4,630,578.00

D9.   FROM:        29A391 – HHS 4.8 Mill Levy  
                       SU514281 – Office of Homeless Services Subsidy  
                       Transfer Out                   \$       5,468,543.00

TO:                   24A641 – Office of Homeless Services  
                       HS158097 – Office of Homeless Services  
                       Revenue Transfer               \$       5,468,543.00

D10. FROM:        29A391 – HHS 4.8 Mill Levy  
                       SU514364 – Human Services Other Subsidy  
                       Transfer Out                   \$       842,965.00

TO:                   20A495 – Human Services Other Programs  
                       MI511410 – Human Services Other Programs  
                       Revenue Transfer               \$       842,965.00

D11. FROM:        29A391 – HHS 4.8 Mill Levy  
                       SU514323 – Children w/Medical Handicap Subsidy  
                       Transfer Out                   \$       1,180,513.00

TO:                   24A530 – Children w/Medical Handicap  
                       WT137935 – Children w/Medical Handicap  
                       Revenue Transfer               \$       1,180,513.00

D12. FROM:        29A391 – HHS 4.8 Mill Levy  
                       SU514398 – Invest In Children Subsidy  
                       Transfer Out                   \$       12,180,937.00

TO:                   20A807 – Early Childhood IIC  
                       EC451385 – Administrative Services  
                       Revenue Transfer               \$       985,982.00

                      24A635 – Early Childhood IIC Public Assistance  
                       EC451435 – Early Start  
                       Revenue Transfer               \$       11,194,955.00

JT1200059

D13. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514547 – Office of Reentry Subsidy  
Transfer Out \$ 2,035,972.00

TO: 24A878 – Office of Reentry  
HS749069 – HHS Office of Reentry  
Revenue Transfer \$ 2,035,972.00

D14. FROM: 29A391 – HHS 4.8 Mill Levy  
SU514273 – Cuyahoga Support Enforcement Subsidy  
Transfer Out \$ 1,936,549.00

TO: 20A600 – Cuyahoga Support Enforcement Agency  
SE496000 – Cuyahoga Support Enforcement Agency  
Revenue Transfer \$ 1,936,549.00

These transfers from the Health and Human Services Levy Fund represent the second half of 2012 subsidy requirement for the Health & Human Services agencies in the public assistance (PA) operating funds. This funding is to support the children in custody, at risk families and children, the homeless, our vulnerable seniors, and assist the working poor. The Health and Human Services Levy Fund is supported by voted property taxes.

E. FROM: 29A391 – Health & Human Services Levy 4.8 **JT1200022**  
SU514216 – Criminal Justice Intervention  
Transfer Out \$ 36,074.97

TO: 20A810 – Criminal Justice Intervention HHS  
JA107433 – Criminal Justice Intervention HHS  
Revenue Transfer \$ 36,074.97

To transfer funds as a subsidy from the Health & Human Services Levy 4.8 to Justice Services Criminal Justice Intervention HHS account in 2012, no future subsidy will be required in future years. This subsidy is the final amount due for staff that elected the Early Retirement Incentive Program that was previously employed at the Youth Development Center. Funding is from the Health and Human Service Levy Fund covering the period January 1, 2012 through December 31, 2012.

F. FROM: 29A389 – Health & Human Services Levy 4.9 **JT1200023**  
SU513549 – HHS Subsidy Witness Victim  
Transfer Out \$ 1,730,109.00

TO: 20A809 – Witness Victim HHS  
JA107425 – Witness Victim HHS  
Revenue Transfer \$ 1,730,109.00

To transfer funds as a subsidy from the Health & Human Services Levy 4.9 to Justice Services Witness Victim HHS account in 2012. Funding is from the Health and Human Service Levy Fund covering the period January 1, 2012 through December 31, 2012.

G. FROM: 01A001 – General Fund **JT1200024**  
SU513754 – CRIS Subsidy  
Transfer Out \$ 373,912.00



TO: 50A410 –Cuyahoga Regional Information Systems  
 JA090068 – J.A. Cuyahoga Regional Information System  
 Revenue Transfer \$ 373,912.00

To transfer funds as a subsidy from the General Fund to Public Safety & Justice Services Cuyahoga Regional Information System (CRIS) account in 2012. Funding is from the General Fund covering the period January 1, 2012 through December 31, 2012.

H. FROM: 01A001 – General Fund **JT1200025**  
 SU513101 – Civil Defense  
 Transfer Out \$ 356,358.00

TO: 20A390 –Emergency Management  
 JA100123 – Justice Affairs-Emergency Management  
 Revenue Transfer \$ 356,358.00

To transfer funds as a subsidy from the General Fund to Public Safety & Justice Services Emergency Management account in 2012. Funding is from the General Fund covering the period January 1, 2012 through December 31, 2012.

I. FROM: 20A814 – Wireless 9-1-1 Government Assistance **JT1200061**  
 JA106773 – Wireless 9-1-1 Government Assistance  
 Transfer Out \$ 90,000.00

TO: 50A410 –Cuyahoga Regional Information Systems  
 JA090068 – J.A. Cuyahoga Regional Information System  
 Revenue Transfer \$ 90,000.00

To transfer funds from Wireless 9-1-1 to CRIS for reimbursement of IT Support provided to the CECOMS Wireless 91-1-1 program in 2012. Funding is from fees collected on cell phones in Cuyahoga County established by House Bill 361 passed on May 1, 2005. Appropriations covering the period January 1, 2012 through December 31, 2012.

J. FROM: 01A001 – General Fund **JT1200062**  
 SU514885 – Regional Crime Lab GF Subsidy  
 Transfer Out \$ 2,402,887.00

TO: 20A076 –Cuyahoga County Regional Forensic Science Lab  
 CR180265 – Cuyahoga County Regional Forensic Science Lab  
 Revenue Transfer \$ 2,402,887.00

To transfer funds as a subsidy from the General Fund to the Medical Examiner Regional Forensic Science Crime Lab account in 2012. Funding is from the General Fund covering the period January 1, 2012 through December 31, 2012.

K. FROM: 20A809 – Witness Victim HHS **JT1200066**  
 JA107425 – Witness Victim HHS  
 Transfer Out \$ 47,100.00

TO: 21A453 –Felony Coordinator Project  
 JA753657 – Felony Coordinator 2013  
 Revenue Transfer \$ 47,100.00

To transfer funds from Justice Services, Witness Victim HHS account to provide the required cash match for the recent continuation award for Felony Coordinator (see related additional appropriation, fiscal item P, on page 5, BA1200779). The cash match was included in the 2012 budget. Funding is from the Health and Human Services Levies covering the period January 1, 2012 through December 31, 2012.

L. FROM: 20A809 – Witness Victim HHS JT1200067  
 JA107425 – Witness Victim HHS  
 Transfer Out \$ 17,563.00

TO: 21A494 –VOCA Children Who Witness Violence  
 JA765222 – VOCA Children Who Witness Violence 2013  
 Revenue Transfer \$ 17,563.00

To transfer funds from Justice Services, Witness Victim HHS account to provide the required cash match for the recent continuation award for the Violence Against Women Act (VOCA) Children Who Witness Violence 2013 program (see related additional appropriation fiscal item Q on page 5, BA1200778). The cash match was included in the 2012 budget. Funding is from the Health and Human Services Levy Fund covering the period January 1, 2012 through December 31, 2012.

M. FROM: 21A837 – State Homeland Security (SHSG) JT1200123  
 JA763441 – State Homeland Security (SHSP) 2010/2013  
 Transfer Out \$ 13,375.46

TO: 21A900 –Regional Collaboration Project  
 JA753483 – Regional Collaboration Project 2010/2013  
 Revenue Transfer \$ 13,375.46

To transfer funds from State Homeland Security 2010/2013 to the Regional Collaboration Project 2010/2013 for expenditures approved through an intra-agency agreement as reported on the May and June 2012 financial reports. Funding is from the United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through March 31, 2013.

N. FROM: 21A218 – State Homeland Security-Law Enforcement JT1200124  
 JA767806 – FFY09 State Homeland Security 09/12  
 Transfer Out \$ 28,572.85

TO: 21A342 –Northeast Ohio Regional Fusion Center FY09 (SHSPLE)  
 JA767996 – Northeast Ohio Regional Fusion Center-FY09 (SHSPLE)  
 Revenue Transfer \$ 28,572.85

To transfer funds from State Homeland Security Law Enforcement 09/12 to the Northeast Ohio Regional Fusion Center FY09 for expenditures approved through an intra-agency agreement as reported on the April and May 2012 financial reports. Funding is from the United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through September 30, 2012.

O. FROM: 21A500 – Urban Area Security Initiative (UASI) JT1200125  
 JA741199 – Urban Area Security Initiative (UASI)  
 Transfer Out \$ 36,276.16

TO: 21A281 –Northeast Ohio Regional Fusion Center FY09 (UASI)  
 JA741447 – Northeast Ohio Regional Fusion Center –FY09 (UASI)  
 Revenue Transfer \$ 36,276.16

To transfer funds from Urban Area Security Initiative (UASI) to the Northeast Ohio Regional Fusion Center FY09 Urban Area Security Initiative for expenditures approved through an intra-agency agreement as reported on the April and May 2012 financial reports. Funding is from the United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through September 30, 2012.

P. FROM: 21A500 – Urban Area Security Initiative (UASI) JT1200126  
 JA741322 – FY10 Urban Area Security Initiative (UASI)  
 Transfer Out \$ 2,094.20

TO: 21A281 –Northeast Ohio Regional Fusion Center FY09 (UASI)  
 JA741447 – Northeast Ohio Regional Fusion Center –FY09 (UASI)  
 Revenue Transfer \$ 2,094.20

To transfer funds from FY 10 Urban Area Security Initiative (UASI) to the Northeast Ohio Regional Fusion Center FY09 Urban Area Security Initiative for expenditures approved through an intra-agency agreement as reported on the June 2012 financial report. Funding is from the United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through March 31, 2013.

Q. FROM: 01A001 – General Fund JT1200052  
 SU513200 – County Airport  
 Transfer Out \$ 869,053.00

TO: 52A100 – County Airport  
 DV520031 – County Airport  
 Revenue Transfer \$ 869,053.00

A subsidy transfer is requested to support the operations of the County Airport. The other sources of funding for the Airport are leases, and hangar, privileges, and landing fees.

R. FROM: 01A001 – General Fund JT1200053  
 SU513457 – County Planning Commission  
 Transfer Out \$ 1,248,866.00

TO: 20A307 – County Planning Commission  
 CP522110 –County Planning Commission Administration  
 Revenue Transfer \$ 1,248,866.00

A subsidy transfer is requested to support the operations of the County Planning Commission. The Planning Commission charges fees for municipal and transportation planning services.

S. FROM: 01A001 – General Fund **JT1200054**  
SU513358 – County Roads and Bridges  
Transfer Out \$ 690,787.00

TO: 26A601 – General Gas and License Fees  
CE835025 – County Engineer Administration  
Revenue Transfer \$ 690,787.00

A fixed subsidy transfer is requested to support the Tax Map office of the Department of Public Works' County Engineer. The primary sources of funding for the Engineer are license taxes and motor vehicle fuel taxes.

T. FROM: 26A650 - \$5.00 Road Capital Improvements **JT1200055**  
CE418053 – County Engineer - \$5 License Tax Fund  
Transfer Out \$ 556,561.00

TO: 40A526 – Ohio Dept. of Transportation – Local Projects Administration  
CE785006 – ODOT - LPA  
Revenue Transfer \$ 556,561.00

Appropriation is requested to provide a portion of the cash match to establish the East 105<sup>th</sup>/Martin Luther King Blvd. intersection project from Broadway to Aurora Road. The project (bid amount of \$6,957,014) is funded 50% from Federal Highway Administration funds, 42% from Issue 1, and four percent from each the City of Cleveland and the County.

U1. FROM: 29A391 – Health and Human Services Levy 4.8 **JT1200129**  
SU514224 – Juvenile Court Placement and Treatment HHS Subsidy  
Transfer Out \$ 14,349,628.00

TO: 20A811 – Juvenile Court Detention and Probation Services  
JC107524 – Juvenile Court Detention Services  
Revenue Transfer \$ 14,349,628.00

U2. FROM: 29A391 – Health and Human Services Levy 4.8  
SU514521 – HHS Subsidy Youth/Family Community Partnership  
Transfer Out \$ 3,281,362.00

TO: 20A823 – Juvenile Court HHS Youth/Family Community Part.  
JC108092 – Youth and Family Community Partnership  
Revenue Transfer \$ 3,281,362.00

A cash transfer is requested to process the subsidy from the County's Health & Human Services Levy Fund to the Juvenile Court Probation and Detention and the Juvenile Court Youth and Family Partnership programs (YFCP). Juvenile Court Detention Services provides services to youth who are in temporary custody including secure detention, shelter care, and home detention. YFCP provides services to juveniles who formerly would have been placed at the Youth Development Center. Many of the youth receives services through private out of home placement. After the youth leave their placements, they continue to work with a Placement Aftercare Coordinator and may continue to receive aftercare services including Tapestry System of Care.

V.	FROM:	29A390 – Alcohol Drug Addiction Mental Health 2.9	<b>JT1200010</b>
		SU514646– Alcohol Drug Addiction Mental Health Board Subsidy	
		Transfer Out	\$ 4,389,207.00
		29A391 – Alcohol Drug Addiction Mental Health 4.8	
		SU514596 - Alcohol Drug Addiction Mental Health Board Subsidy	
		Transfer Out	\$ 4,389,207.00
	TO:	20A317 – Mental Health	
		MH431056 – Mental Health Administrative	
		Revenue Transfer	\$ 8,778,414.00

This operating transfer is necessary to disburse the 2012 fourth quarter subsidy payment to the ADAMHS Board. The source of funding is the Health and Human Services Levy Fund.

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# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0227

Sponsored by: **Council Executive FitzGerald/Department of Public Works on behalf of Cuyahoga County Board of Developmental Disabilities**

**A Resolution** authorizing an assignment of leases from Cuyahoga County to the Cuyahoga County Board of Developmental Disabilities, effective 10/1/2012, in connection with various contracts with North Coast Community Homes, Inc. for the lease/purchase of various properties for use as group homes for persons with developmental disabilities; authorizing the County Executive to execute the assignment of leases and all other documents consistent with this Resolution, and declaring the necessity that this Resolution become immediately effective.

WHEREAS, Cuyahoga County leases 52 properties from North Coast Community Homes, Inc. for use by the Cuyahoga County Board of Developmental Disabilities for the purpose of providing residences for individuals with developmental disabilities; and,

WHEREAS, the term of the leases is for 25 years with the option to purchase the leased properties any time after ten years after the commencement of the leases and prior to the termination of the leases; and,

WHEREAS, the Cuyahoga County Board of Developmental Disabilities desires the County to assign 52 leased properties for the purpose of purchasing the properties prior to the termination of the respective leases; and,

WHEREAS, the 52 leased properties that are subject to the Assignment of Leases are as follows:

- 1) No. CE03551 with Center Ridge House, located at 28700 Center Ridge Road, Westlake, for the period 4/8/1988 - 4/7/2013;
- 2) No. CE04031 with Richmond House, located at 1435 Richmond Road, Lyndhurst, for the period 12/15/1987 - 12/14/2012;
- 3) No. CE04227 with Bellbrook House, located at 5936 West 130<sup>th</sup> Street, Brook Park, for the period 9/22/1988 - 8/21/2013;
- 4) No. CE04224 with Lee House, located at 5041 Lee Road, Maple Heights, for the period 6/15/1988 - 6/14/2013;
- 5) No. CE04226 with South Bend House, located at 1653 and 1655 South Bend Drive, Rocky River, for the period 2/11/1988 - 2/10/2013;

- 6) No. CE04225 with Lander House, located at 1455 Lander Road, Mayfield Heights, for the period 6/20/1988 - 6/19/2013;
- 7) No. CE04223 with Nottingham House, located at 17702 Nottingham Road, Cleveland, for the period 6/20/1988 - 6/19/2013;
- 8) No. CE04459 with Bagley House, located at 19080 Bagley Road, Middleburg Heights, for the period 1/4/1989 - 1/3/2014;
- 9) No. CE04541 with Euclid House, located at 23050 Euclid Avenue, Euclid, for the period 10/18/1989 - 10/17/2014;
- 10) No. CE04592 with Highland House, located at 427 Richmond Road, Richmond Heights, for the period 9/25/1989 - 9/24/2014;
- 11) No. CE04591 with Ridge House, located at 7009 West Sprague Road, Parma, for the period 9/19/1989 - 9/18/2014;
- 12) No. CE04593 with Sprague House, located at 7001 West Sprague Road, Parma, for the period 9/19/1989 - 9/18/2014;
- 13) No. CE05008 with Albion House, located at 11607 Pearl Road, Strongsville, for the period 1/25/1990 - 1/24/2015;
- 14) No. CE05035 with Lamson House fka Granger House, located at 7325 Lamson Road, Oakwood Village, for the period 4/11/1990 - 4/10/2015;
- 15) No. CE05209 with Cedar House, located at 29400 Cedar Road, Pepper Pike, for the period 8/8/1990 - 8/7/2015;
- 16) No. CE05270 with Beachwood House, located at 24212 Cedar Road, Beachwood, for the period 8/8/1990 - 8/7/2015;
- 17) No. CE05370 with Bedford House, located at 5526 Richmond Road, Bedford Heights, for the period 11/1/1990 - 10/31/2015;
- 18) No. CE05509 with Southwest House, located at 211 East Schaaf Road, Brooklyn Heights, for the period 12/13/1990 - 12/12/2015;
- 19) No. CE05520 with Dover House, located at 263 Dover Center Road, Bay Village, for the period 10/30/1990 - 10/29/2015;
- 20) No. CE05555 with Van Aken House, located at 2980 Van Aken Boulevard, Cleveland, for the period 3/18/1991 - 3/17/2016;
- 21) No. CE05638 with Columbia House, located at 2855 Columbia Road, Westlake, for the period 12/13/1990 - 12/12/2015;
- 22) No. CE05639 with Edendale House, located at 1374 Edendale Road, Cleveland Heights, for the period 10/29/1991 - 10/28/2016;
- 23) No. CE05828 with Hillside House, located at 98 Hillside Road, Seven Hills, for the period 9/6/1991 - 9/5/2016;
- 24) No. CE05827 with Jackson House, located at 29949 Jackson Road, Orange Village, for the period 9/9/1991 - 8/8/2016;
- 25) No. CE05850 with Warrington House, located at 3270 Warrington Road, Shaker Heights, for the period 9/4/1991 - 9/3/2016;
- 26) No. CE05920 with Monticello House, located at 4520 Monticello Road, South Euclid, for the period 11/18/1991 - 11/17/2016;
- 27) No. CE05966 with Royalton House, located at 7575 Royalton Road, North Royalton, for the period 11/8/1991 - 11/7/2016;
- 28) No. CE06006 with Independence House, located at 4711 East Sprague Road, Independence, for the period 10/3/1991 - 10/2/2016;

- 29) No. CE06107 with Maple House, located at 250 Maplelawn Drive, Berea, for the period 2/12/1992 - 2/11/2017;
- 30) No. CE06106 with Oak House, located at 26365 Tryon Road, Oakwood Village, for the period 6/19/1992 - 6/18/2017;
- 31) No. CE06108 with Wilson House, located at 785 Miner Road, Highland Heights, for the period 11/1/1991 - 10/31/2016;
- 32) No. CE06106 with Wood House, located at 26405 Tryon Road, Oakwood Village, for the period 7/2/1992 - 7/1/2017;
- 33) No. CE06135 with Broadway House, located at 1310 Broadway, Bedford, for the period 10/7/1991 - 10/5/2016;
- 34) No. CE06288 with Grand House, located at 19853 Grand Boulevard, Euclid, for the period 6/29/1992 - 6/28/2017;
- 35) No. CE06289 with SOM House, located at 1777 SOM Center Road, Gates Mills, for the period 1/1/1992 - 12/31/2016;
- 36) No. CE06290 with Terrace House, located at 19855 Grand Boulevard, Euclid, for the period 6/15/1991 - 6/14/2017;
- 37) No. CE06310 with Stearns House, located at 6797 Stearns Road, North Olmsted, for the period 2/12/1992 - 2/11/2017;
- 38) No. CE06382 with Fairview House, located at 4579 West 210<sup>th</sup> Street, Fairview Park, for the period 4/20/1992 - 4/19/2017;
- 39) No. CE06383 with Parkgate House, located at 9035 Parkgate, Cleveland, for the period 1/5/1993 - 1/4/2018;
- 40) No. CE06448 with Smith House, located at 6809 Smith Road, Middleburg Heights, for the period 8/19/1992 - 8/18/2017;
- 41) No. CE06611 with Solon House, located at 37025 Aurora Road, Solon, for the period 12/16/1992 - 12/15/2017;
- 42) No. CE06623 with Wallings House, located at 2491 East Wallings Road, Broadview Heights, for the period 9/16/1992 - 11/15/2017;
- 43) No. CE06664 with Jennings House, located at 22900 Jennings Road, Warrensville Heights, for the period 12/2/1992 - 12/1/2017;
- 44) No. CE06663 with Walton House, located at 14700 Alexander Road, Walton Hills, for the period 12/16/1992 - 12/15/2017;
- 45) No. CE06702 with Parma House, located at 7211 West 130<sup>th</sup> Street, Parma, for the period 6/2/1993 - 6/1/2018;
- 46) No. CE07663 with Moreland House, located at 35450 Chagrin Boulevard, Moreland Hills, for the period 11/10/1994 - 11/9/2019;
- 47) No. CE08041 with Seven Hills House, located at 6577 Broadview Road, Seven Hills, for the period 8/3/1995 - 8/2/2020;
- 48) No. CE08376 with Howe House, located at 18005 Howe Road, Strongsville, for the period 10/1/1996 - 9/30/2021;
- 49) No. CE09393 with Taft House, located at 740 Taft Road, Bedford, for the period 2/23/1998 - 2/22/2023;
- 50) No. CE09831 with Verona House, located at 4285 Verona Road, South Euclid, for the period 10/23/1998 - 10/22/2023;
- 51) No. CE0700923 with Green House, located at 1905 Green Road, Cleveland, for the period 12/17/2004 - 12/16/2029; and



- 52) No. CE0400924 with Memphis House, located at 9401 Memphis Avenue, Brooklyn, for the period 1/19/2005 - 1/18/2030.

WHEREAS, if approved, the Assignment of Leases shall become effective on October 1, 2012; and,

WHEREAS, it is necessary that this Resolution become immediately effective in order 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.** That the Cuyahoga County Council hereby approves the County's assignment of the following 52 leases between the County and North Coast Community Homes to the Cuyahoga County Board of Developmental Disabilities:

- 1) No. CE03551 with Center Ridge House, located at 28700 Center Ridge Road, Westlake, for the period 4/8/1988 - 4/7/2013;
- 2) No. CE04031 with Richmond House, located at 1435 Richmond Road, Lyndhurst, for the period 12/15/1987 - 12/14/2012;
- 3) No. CE04227 with Bellbrook House, located at 5936 West 130<sup>th</sup> Street, Brook Park, for the period 9/22/1988 - 8/21/2013;
- 4) No. CE04224 with Lee House, located at 5041 Lee Road, Maple Heights, for the period 6/15/1988 - 6/14/2013;
- 5) No. CE04226 with South Bend House, located at 1653 and 1655 South Bend Drive, Rocky River, for the period 2/11/1988 - 2/10/2013;
- 6) No. CE04225 with Lander House, located at 1455 Lander Road, Mayfield Heights, for the period 6/20/1988 - 6/19/2013;
- 7) No. CE04223 with Nottingham House, located at 17702 Nottingham Road, Cleveland, for the period 6/20/1988 - 6/19/2013;
- 8) No. CE04459 with Bagley House, located at 19080 Bagley Road, Middleburg Heights, for the period 1/4/1989 - 1/3/2014;
- 9) No. CE04541 with Euclid House, located at 23050 Euclid Avenue, Euclid, for the period 10/18/1989 - 10/17/2014;
- 10) No. CE04592 with Highland House, located at 427 Richmond Road, Richmond Heights, for the period 9/25/1989 - 9/24/2014;
- 11) No. CE04591 with Ridge House, located at 7009 West Sprague Road, Parma, for the period 9/19/1989 - 9/18/2014;
- 12) No. CE04593 with Sprague House, located at 7001 West Sprague Road, Parma, for the period 9/19/1989 - 9/18/2014;
- 13) No. CE05008 with Albion House, located at 11607 Pearl Road, Strongsville, for the period 1/25/1990 - 1/24/2015;
- 14) No. CE05035 with Lamson House fka Granger House, located at 7325 Lamson Road, Oakwood Village, for the period 4/11/1990 - 4/10/2015;

- 15) No. CE05209 with Cedar House, located at 29400 Cedar Road, Pepper Pike, for the period 8/8/1990 - 8/7/2015;
- 16) No. CE05270 with Beachwood House, located at 24212 Cedar Road, Beachwood, for the period 8/8/1990 - 8/7/2015;
- 17) No. CE05370 with Bedford House, located at 5526 Richmond Road, Bedford Heights, for the period 11/1/1990 - 10/31/2015;
- 18) No. CE05509 with Southwest House, located at 211 East Schaaf Road, Brooklyn Heights, for the period 12/13/1990 - 12/12/2015;
- 19) No. CE05520 with Dover House, located at 263 Dover Center Road, Bay Village, for the period 10/30/1990 - 10/29/2015;
- 20) No. CE05555 with Van Aken House, located at 2980 Van Aken Boulevard, Cleveland, for the period 3/18/1991 - 3/17/2016;
- 21) No. CE05638 with Columbia House, located at 2855 Columbia Road, Westlake, for the period 12/13/1990 - 12/12/2015;
- 22) No. CE05639 with Edendale House, located at 1374 Edendale Road, Cleveland Heights, for the period 10/29/1991 - 10/28/2016;
- 23) No. CE05828 with Hillside House, located at 98 Hillside Road, Seven Hills, for the period 9/6/1991 - 9/5/2016;
- 24) No. CE05827 with Jackson House, located at 29949 Jackson Road, Orange Village, for the period 9/9/1991 - 8/8/2016;
- 25) No. CE05850 with Warrington House, located at 3270 Warrington Road, Shaker Heights, for the period 9/4/1991 - 9/3/2016;
- 26) No. CE05920 with Monticello House, located at 4520 Monticello Road, South Euclid, for the period 11/18/1991 - 11/17/2016;
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- 29) No. CE06107 with Maple House, located at 250 Maplelawn Drive, Berea, for the period 2/12/1992 - 2/11/2017;
- 30) No. CE06106 with Oak House, located at 26365 Tryon Road, Oakwood Village, for the period 6/19/1992 - 6/18/2017;
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- 35) No. CE06289 with SOM House, located at 1777 SOM Center Road, Gates Mills, for the period 1/1/1992 - 12/31/2016;
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- 44) No. CE06663 with Walton House, located at 14700 Alexander Road, Walton Hills, for the period 12/16/1992 - 12/15/2017;
- 45) No. CE06702 with Parma House, located at 7211 West 130<sup>th</sup> Street, Parma, for the period 6/2/1993 - 6/1/2018;
- 46) No. CE07663 with Moreland House, located at 35450 Chagrin Boulevard, Moreland Hills, for the period 11/10/1994 - 11/9/2019;
- 47) No. CE08041 with Seven Hills House, located at 6577 Broadview Road, Seven Hills, for the period 8/3/1995 - 8/2/2020;
- 48) No. CE08376 with Howe House, located at 18005 Howe Road, Strongsville, for the period 10/1/1996 - 9/30/2021;
- 49) No. CE09393 with Taft House, located at 740 Taft Road, Bedford, for the period 2/23/1998 - 2/22/2023;
- 50) No. CE09831 with Verona House, located at 4285 Verona Road, South Euclid, for the period 10/23/1998 - 10/22/2023;
- 51) No. CE0700923 with Green House, located at 1905 Green Road, Cleveland, for the period 12/17/2004 - 12/16/2029; and
- 52) No. CE0400924 with Memphis House, located at 9401 Memphis Avenue, Brooklyn, for the period 1/19/2005 - 1/18/2030.

**SECTION 2.** That the County Executive is authorized to execute an Assignment of Leases agreement with the Cuyahoga County Board of Developmental Disabilities in accordance with this Resolution and to take any other measures necessary to effectuate the assignments authorized herein to take place as of October 1, 2012.

**SECTION 3.** It is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue, and to continue the usual and daily operation of a County entity. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

**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:

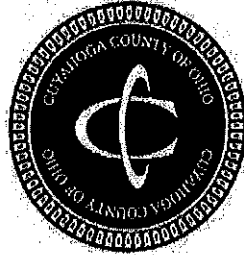
\_\_\_\_\_  
County Council President      Date

\_\_\_\_\_  
County Executive      Date

\_\_\_\_\_  
Clerk of Council      Date

First Reading/Referred to Committee:  
Committee(s) Assigned:

Journal \_\_\_\_\_  
\_\_\_\_\_, 20\_\_



**Item Details:**

<b>Agency/Dept. Name:</b>	Cuyahoga Board of Retardation and Developmental Disabilities	<b>Agency/Dept. Head Name:</b>	Terrence M. Ryan, Ph.D.
<b>Type of Request:</b>	Other	<b>Request Prepared by:</b>	Charles Corea
		<b>Telephone No.:</b>	216-736-4522
<b>SUMMARY OF REQUESTED ACTION:</b>			
Cuyahoga Board of Developmental Disabilities desires the assignment of fifty-two leases from the County of Cuyahoga to the Cuyahoga County Board of Developmental Disabilities.			
<b>PURPOSE/OUTCOMES - PRINCIPAL OWNER(S):</b>			
Cuyahoga County, Ohio will assign fifty-two leases between it and North Coast Community Homes to the Cuyahoga County Board of Developmental Disabilities which will give the CCBDD the right to purchase the fifty-two homes.			
<b>Explanation for late submittal:</b>			

**Contract/Agreement Information:**

<b>Procurement Method:</b>
<b>Explanation for Increase/Decrease in \$ Amount for current request:</b>

**Financial Information:**

<b>Funding source:</b>	<b>Explanation:</b>
<b>Total Amount Requested:</b>	
\$	

**ATTACHMENTS:**

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0228

Sponsored by: <b>County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b>	<b>A Resolution</b> amending the 2012/2013 Biennial Operating Budget for 2012 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, in order to meet the budgetary needs of various County departments, offices and agencies related to year-end close-out activities; and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, on December 13, 2011, the Cuyahoga County Council adopted the 2012 - 2013 Biennial Appropriation Measure (Resolution No. R2011-0291) establishing the 2012 - 2013 Biennial budgets for all County departments, offices and agencies;

WHEREAS, it is necessary to adjust the 2012 - 2013 Biennial Appropriation Measure to reflect budgetary funding increases, funding reductions, and to transfer budget appropriations in order to accommodate the operational needs of certain County departments, offices, and agencies; and

WHEREAS, it is necessary for reconciliation of the 2012 appropriations in the County's financial accounting system; and,

WHEREAS, it is further necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of County departments, offices, and agencies;

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

**SECTION 1.** That the 2012 - 2013 Biennial Appropriation Measure be amended to provide for additional appropriation increases and decreases to be determined by the Office of Budget & Management (OBM), for the purpose of year-end reconciliation of accounts, provided that the maximum amount of any one item shall not exceed \$200,000.00, unless the additional appropriation increase is offset by a corresponding decrease of the same amount, except that any one item identified to fund pending internal service charge(s) shall not exceed \$700,000.00.

**SECTION 2.** That the 2012 - 2013 Biennial Appropriation Measure be amended to provide for appropriation transfers, to be determined by OBM, for the purpose of year-end reconciliation of budget accounts and line items, provided that transfer items adhere to the currently established financial policies for processing appropriation transfers.

**SECTION 3.** All additional appropriation increases or decreases, or appropriation transfers made under this resolution shall be done between December 03, 2012 and January 04, 2013, inclusive.

**SECTION 4.** On or before December 11, 2012; December 18, 2012; December 26, 2012; January 2, 2013; and January 8, 2013, OBM shall provide Council a description of all appropriation increases and decreases, and appropriation transfers journaled in the financial accounting system under this resolution during the preceding week.

**SECTION 5.** Not later than January 22, 2013, the County Executive shall submit to Council for approval the final budget appropriation and transfer resolution covering all of the changes made under this resolution.

**SECTION 6.** This Resolution is hereby determined to be an emergency measure and that it is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue, and to continue the usual and daily operation of County departments, offices and agencies. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

**SECTION 7.** 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:

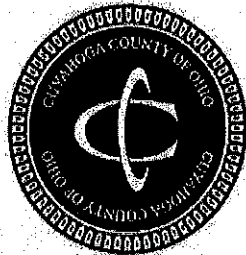
\_\_\_\_\_  
County Council President      Date

\_\_\_\_\_  
County Executive              Date

\_\_\_\_\_  
Clerk of Council              Date

Journal \_\_\_\_\_  
\_\_\_\_\_, 2012





**Item Details:**

<b>Agency/Dept. Name:</b>	Office of Budget and Management	<b>Agency/Dept. Head Name:</b>	Matthew Rubino
<b>Type of Request:</b>			
<b>Request by:</b>	Prepared Mille Jones	<b>Telephone No.</b>	443-7220
<b>SUMMARY OF REQUESTED ACTION:</b>			
The Office of Budget & Management is requesting authorization to process additional appropriations, and appropriation transfers that are related to the 2012 year-end close out activities.			
This action will allow the Office of Budget & Management and the Financial Reporting Division to handle budgetary issues in a timely basis for all County agencies. These items include insufficient fund items but not items such as grant awards, capital project appropriations and cash transfers.			
<b>PURPOSE/OUTCOMES - PRINCIPAL OWNER(S):</b>			
<b>Explanation for late submittal:</b>			

**Contract/Agreement Information:**

<b>Procurement Method:</b>
<b>Explanation for Increase/Decrease in \$ Amount for current request:</b>

**Financial Information:**

<b>Funding source:</b>	<b>Explanation:</b>
<b>Total Amount Requested:</b>	
\$	

**ATTACHMENTS:**

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0229

<p>Sponsored by: <b>County Executive FitzGerald/Department of Health and Human Services/Division of Employment &amp; Family Services/Cuyahoga Support Enforcement Agency</b></p>	<p><b>A Resolution</b> authorizing an amendment to Contract No. CE1200211-01 with United Way of Greater Cleveland for food and allocation of funds for Hunger Centers serving needy residents in Cuyahoga County for the period 4/1/2012 - 12/31/2012 to extend the time period to 12/31/2013 and for additional funds in the amount not-to-exceed \$1,095,450.00; and authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution.</p>
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WHEREAS, the County Executive FitzGerald/Division of Employment & Family Services/Cuyahoga Support Enforcement Agency has recommended an amendment to Contract No CE1200211-01 with United Way of Greater Cleveland for food and allocation of funds for Hunger Centers serving needy residents in Cuyahoga county for the period 4/1/2012 – 12/31/2012 to extend the time period to 12/31/2013, and for additional funds in the amount not-to-exceed \$1,095,450.00; and

WHEREAS, the primary goals are to: a) allocate County funds for the benefit of area hunger services serving needy citizens in Cuyahoga County, b) to provide administrative oversight of these funds, and c) provide ongoing evaluation of the success of this distribution method; and

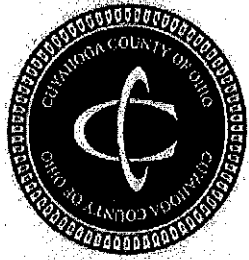
WHEREAS, this project is funded 100% through HHS levy dollars. Payments will be made by monthly invoice.

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

**SECTION 1.** The County Council hereby approves the amendment to Contract No CE1200211-01 with United Way of Greater Cleveland for food and allocation of funds for Hunger Centers serving needy residents in Cuyahoga county for the period 4/1/2012 – 12/31/2012 to extend the time period to 12/31/2013, and for additional funds in the amount not-to-exceed \$1,095,450.00.

**SECTION 2.** That the County Executive is hereby authorized to execute all documents required in connection with the amendment.





**Item Details:**

**Agency/Dept. Name:** Employment and Family Services      **Agency/Dept. Head Name:** Joseph Gauntner

**Type of Request:** Contract/Amendment.

**Request Prepared by:** Robert K. Math      **Telephone No.:** 216.987.6911

**SUMMARY OF REQUESTED ACTION:**

**Title:** Employment & Family Services 2013 Contract Amendment RQ22977  
January 1, 2013 – December 31, 2013  
United Way of Greater Cleveland  
Amendment #1 to Contract CE1200211-01 to provide funding for food allocation for area Hunger Centers serving needy residents in Cuyahoga County.

**A. Scope of Work**

1. EFS requesting approval of a contract amendment with United Way of Greater Cleveland in the amount of \$1,095,450.00 and extend the period from January 1, 2013 to December 31, 2013.
2. The primary goals are to allocate County funds for the benefit of area hunger centers serving needy citizens in Cuyahoga County; to provide administrative oversight of these funds and provide on-going evaluation of the success of this distribution method.

**B. Procurement**

1. There was no formal procurement method. This was a result of on-going discussion between the Executive Office of Cuyahoga County and United Way.

**C. Contractor and Project Information**

1. United Way of Greater Cleveland  
1331 Euclid Avenue  
Cleveland, Ohio 44115  
Council District 07

2. Bill Kitson, President & CEO

**D. Project Status and Planning**

1. Program reoccurs annually.

**E. Funding**

1. The project is funded 100% through HHS levy dollars
2. Payments will be made by monthly invoice.

**PURPOSE/OUTCOMES - PRINCIPAL OWNER(S):**

**Explanation for late submittal:**

**Contract/Agreement Information:**

**Procurement Method:**

Other

**Explanation for Increase/Decrease in \$ Amount for current request:**

Prior contract funded 9 months vs amendment for 12 months

**Financial Information:**

**Funding source:**

Other

**Explanation:**

Health and Human Service Levy

**Total Amount Requested:**

\$1,095,450.00

**ATTACHMENTS:**

Click to download

- [NOVUS Justification Approval](#)
- [Acknowledgement Form](#)
- [Contract Cover United Way](#)
- [Contract Amend United Way of GC](#)
- [Signature Authorization United Way](#)
- [Ins Cert United Way](#)
- [Workers Comp United Way](#)
- [Auditors Findings United Way](#)
- [Contract Eval United Way of GC](#)
- [UW Cover TAB](#)

**History**

Time

Who

Office of Procurement &  
Diversity

Approval

\*\*\*\*\*UNCLASSIFIED\*\*\*\*\*

**BOARD OF COUNTY COMMISSIONERS  
CONTRACT EVALUATION FORM**

*(To be completed in its entirety by user department for  
all contract renewals or amendments.)*

**Contractor:** United Way of Greater Cleveland.

**Contract No.:** CE-1200211-01

**Time Period:** 4/1/2012 through 12/31/2012

**Service Description:**

United Way of Greater Cleveland serves as the fiscal agent to perform the administrative duties related to the distribution, monitoring, and oversight of Cuyahoga County funds to meet the emergency food needs in the county.

Currently, the Hunger Network of Greater Cleveland on behalf of their 35 affiliated hunger centers purchase food from the Cleveland Foodbank. In addition the United Way is responsible for providing administrative oversight of County funds, ensuring there is a diverse inventory of food, and providing on-going evaluation of the success of this method of distribution.

**Original Contract Amount:** \$ 821,587.50

**Amendment Amount (s):** (1)

**Performance Indicators:**

Provide administrative oversight of County funds and use them as pre-paid grants to the 35-Hunger Centers so that each Hunger Center may access any product on the inventory list on an equal basis. Provide a diverse inventory of food with a percentage available that is over 74% nutritious. Conduct on-going evaluations of the success of the distribution delineated in the agreement from all appropriate perspectives, including monthly surveys of agencies and clients to ascertain trends and other relevant observations.

**Actual performance versus performance indicators (include statistics):**

During the program's 4 months of operations, United Way has overseen the distribution of food to 35 Hunger Centers and over 1,867,800 lbs of food for an average cost of \$0.205 per lb.

**Rating of Overall Performance of Contractor (Check One):**

- Superior
- Above Average
- Average
- Below Average
- Poor

**Justification of Ratings:**

The Provider is working on surveying centers and clients as to their satisfaction of service and potential areas to improve.

Employment & Family Services  
User Department

9/05/2012  
Date

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0218

<b>Sponsored by: County Executive FitzGerald/Clerk of Courts and Councilmembers Connally and Gallagher</b>	<b>A Resolution</b> making awards on RQ24243 to various providers for debt collection services for the Cuyahoga County Clerk of Courts for the period 11/1/2012 - 10/31/2014; authorizing the County Executive to execute the revenue generating agreements and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the County Executive/County Council has recommended awards on RQ24243 and approval of revenue generating agreements with various providers for debt collection services for the Clerk of Courts for the period 11/1/2012 - 10/31/2014 to the following vendors:

- A) NCO Financial Systems, Inc.,
- B) Weltman Weinberg & Reis CO, LPA; and,

WHEREAS, the Clerk of Courts is owed delinquent statutory fines and fees that are assessed by the Court of Common Pleas in the Civil, Criminal and Domestic Relations Divisions and the Court of Appeals; and,

WHEREAS, from 2002 to 2011, more than \$63.3 million dollars in delinquent accounts and uncollected costs are owed to the Clerk of Courts; and,

WHEREAS, pursuant to ORC Section 2335.24, the Clerk of Court “may enter into contracts with one or more public agencies or private vendors for the collection of amounts due under judgments for costs;” and,

WHEREAS, the vendors will be paid a fee equal to twenty-four percent on top of the debt to be collected from each debtor on each delinquent account referred to the firm, including specified costs outlined in the agreements; and,

WHEREAS, these are two year agreements with an option to renew by both parties; and,

WHEREAS, it is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue without interruption, and to provide for the usual, daily operation of a county development.

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

**SECTION 1.** The Cuyahoga County Council hereby approves the County Executive's recommendation and authorizes awards on RQ24243 and approves the revenue generating agreements with various providers for debt collection services for the Clerk of Courts for the period 11/1/2012 - 10/31/2014 to the following individuals:

- A) NCO Financial Systems, Inc., and
- B) Weltman Weinberg & Reis Co, LPA.

**SECTION 2.** The County Executive is hereby authorized to execute the revenue generating agreements in connection with said awards and all other documents consistent with this Resolution.

**SECTION 3.** It is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue without interruption, and to provide for the usual, daily operation of a county department; therefore, this Resolution, provided it receives the affirmative vote of eight members of Council, shall become effective immediately upon the signature of the County Executive; otherwise it shall be in full force and effect from and immediately after the earliest time permitted 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: October 9, 2012  
Committee(s) Assigned: Finance & Budgeting

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0220

<b>Sponsored by: County Executive FitzGerald on behalf of Juvenile Court</b>	<b>A Resolution</b> authorizing an amendment to Contract No. CE1200346-01 with Applewood Centers, Inc. for the Staff Secure Shelter Program and Placement Planning Day Report services for the period 6/1/2012 - 5/31/2014 to decrease the time period to 6/30/2013 and for additional funds in the amount of \$800,000.00; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution.
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**WHEREAS**, the County Executive FitzGerald/Juvenile Court has recommended an amendment to Contract No. CE1200346-01 with Applewood Centers, Inc. for the Staff Secure Shelter Program and Placement Planning Day Report services for the period 6/1/2012 – 5/31/2014 to decrease the time period to 6/30/2013 and for additional funds in the amount of \$800,000.00; and

**WHEREAS**, the primary goal of this project is to provide a day report center for Court-involved youth as an alternative to secure detention; and

**WHEREAS**, the procurement method for this project was an RFP #22544; total value \$900,000.00; and

**WHEREAS**, the proposed amendment to the contract received an RFP exemption on 8/20/2012; therefore there were no SBE goal; and

**WHEREAS**, the RFP closed on 2/28/2012; and

**WHEREAS**, the original contract was 100% RECLAIM funded; however the funding for this amendment is 100% from title IV-E Revenue Funds (\$800,000.00), and the schedule of payments is monthly by invoice;

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

**SECTION 1.** The County Council hereby approves the amendment to Contract No. CE1200346-01 with Applewood Centers, Inc. for the Staff Secure Shelter Program and Placement Planning Day Report services for the period 6/1/2012 –

5/31/2014 to decrease the time period to 6/30/2013 and for additional funds in the amount of \$800,000.00.

**SECTION 2.** That the County Executive is hereby authorized to execute all documents required in connection with the amendment.

**SECTION 3.** 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 any of its committees that resulted 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: October 9, 2012

Committee(s) Assigned: Justice Affairs

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0221

<p>Sponsored by: <b>County Executive FitzGerald/Division of Community Initiatives/Office of Homeless Services</b></p>	<p><b>A Resolution</b> authorizing a grant agreement with City of Cleveland in the amount not-to-exceed \$1,273,537.00 for implementation of the Emergency Solutions Grant Program for the period 10/1/2012 - 12/31/2013; authorizing the County Executive to execute the agreement 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 Executive FitzGerald on behalf of the Community Initiatives Division/Office of Homeless Services has submitted grant agreement with the City of Cleveland in the amount not-to-exceed \$1,273,537.00 for implementation of the Emergency Solutions Grant Program for the period 10/1/2012 – 12/31/2013; and

WHEREAS, this Agreement continues a sub grantee relationship between the City of Cleveland and Cuyahoga County initiated with the American Recovery and Reinvestment Act (“ARRA”) funds sub granted to Cuyahoga County for the Homeless Prevention and Rapid Re-housing Program (“HPRP”) in FY 2009; and

WHEREAS, the Emergency Solutions Grant Program (“ESGP”) funding replaces the HPRP; and

WHEREAS, the Agreement sub grants a portion of the City of Cleveland’s Emergency Solutions Grant Program allocation to Cuyahoga County and authorizes Cuyahoga County to manage the funds through sub recipient agreements with providers, and

WHEREAS, the goals of the Emergency Solutions Grant program are to: a) reduce the number of people who enter the homeless shelter system, and b) assist individuals and families who are experiencing homelessness to exit the shelter more quickly, and

WHEREAS, the funding for this Agreement is the ESG award to the City of Cleveland by the U.S. Department of Housing & Urban Development; and

WHEREAS, it is necessary that this Resolution become immediately effective as the project's term commences on October 1, 2012. The Agreement is late because the City of Cleveland received the Grant Award late from the U.S. Department of Housing & Urban Development.

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

**SECTION 1.** That the County Executive is hereby authorized to enter into a grant agreement with the City of Cleveland in the amount not-to-exceed \$1,273,537.00 for implementation of the Emergency Solutions Grant Program for the period 10/1/2012 – 12/31/2013.

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

**SECTION 3.** It is necessary that this Resolution become immediately effective in order to continue the critical services provided by the Office of Homeless Services without interruption or delay. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

**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: October 9, 2012  
Committee(s) Assigned: Health, Human Services & Aging

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0222

<b>Sponsored by: County Executive FitzGerald/Division of Community Initiatives/Office of Homeless Services</b>	<b>A Resolution</b> making awards on RQ24301 to various providers in the total amount not-to-exceed \$2,401,782.00 for the Emergency Solutions Grant Program for the period 10/1/2012 - 12/31/2013; authorizing the County Executive to execute the contracts and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the County Executive/Community Initiatives Division/Office of Homeless Services has recommended awards on RQ24301 to various providers in the total amount not-to-exceed \$2,401,782.00 for the Emergency Solution Grant Program ("ESG") for the period 10/1/2012 - 12/31/2013 as follows:

- a) Cleveland Mediation Center for diversion services in the amount not-to-exceed \$685,600.00
- b) Cleveland Tenants Organization for homeless prevention information and referral services in the amount not-to-exceed \$98,000.00
- c) Emerald Development & Economic Network, Inc. for Rapid Re-housing services in the amount not to exceed \$869,832.00
- d) Mental Health Services, Inc. for implementation of a coordinated Assessment and Intake System in the amount not-to-exceed \$720,000.00
- e) United Way of Greater Cleveland for Web-based housing listing services in the amount not-to-exceed \$28,350.00; and

WHEREAS, the primary goals of the ESG program are to: a) reduce the number of individuals and families entering shelter, b) assist individuals and families to leave shelter more quickly to permanent housing, and c) assure that individuals and families do not return to shelter; and

WHEREAS, the procurement method for this project was an RFP, total value - \$2,401,782.00, which was approved 7/09/2012, under Resolution No. DCA 2012 - authority to seek proposals; and

WHEREAS, the RFP closed on 8/10/2012. The RFP was exempt; therefore there were no SBE or DBE goals; and

WHEREAS, there were five (5) bids pulled from OPD and all five were reviewed and are being submitted for funding; and

WHEREAS, the award recommendations are funded through the following sources: a) 50% from the City of Cleveland ESG; b) 10% from Cuyahoga County ESG; c) 29% for the State of Ohio ESG Grant ; and 11% from the Cuyahoga County GF.

WHEREAS, it is necessary that this Resolution become immediately effective because the award and contracting processes are on a critical path to assure that there is not a gap in the funding/contracting process that would interrupt coordinated assessment, diversion, rapid re-housing, 2-1-1 services and the eviction interventions offered by the CTO. The community has been utilizing bridge money, pending the new funding.

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

**SECTION 1.** The Cuyahoga County Council hereby approves the County Executive's recommendation and authorizes awards on RQ24301 to various providers in the total amount not-to-exceed \$2,401,782.00 for the Emergency Solutions Grant Program for the period 10/1/2012 - 12/31/2013 as follows:

- a) Cleveland Mediation Center for diversion services in the amount not-to-exceed \$685,600.00,
- b) Cleveland Tenants Organization ("CTO") for homeless prevention information and referral services in the amount not-to-exceed \$98,000.00,
- c) Emerald Development & Economic Network, Inc. for rapid re-housing services in the amount not-to-exceed \$869,832.00,
- d) Mental Health Services, Inc. for implementation of a coordinated assessment and intake system in the amount not-to-exceed \$720,000.00,
- e) United Way of Greater Cleveland for Web-based housing listing services in the amount not-to-exceed \$28,350.00; and

**SECTION 2.** The County Executive is hereby authorized to execute the contracts in connection with said awards and all other documents consistent with this Resolution.





# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0196

Sponsored by: **County Executive  
FitzGerald/Department of  
Development**

A **Resolution** authorizing the issuance of not-to-exceed \$15,100,000.00 County of Cuyahoga, Ohio, Economic Development Refunding Revenue Bonds (University School project), in two or more series, for the purpose of refunding the remaining outstanding principal amount of the \$15,845,000.00 County of Cuyahoga, Ohio, Economic Development Refunding Revenue Bonds, Series 2009 (University School project), which were issued to provide funds to assist University School in the refinancing of costs of a "Project" within the meaning of Chapter 165, Ohio Revised Code; authorizing the execution and delivery of a loan agreement pertaining to the project and a trust indenture securing the payment of the Bonds; authorizing the execution and delivery of a bond purchase agreement and authorizing the execution and delivery of certain other documents and actions in connection with the issuance of such Bonds; and declaring the necessity that this Resolution become immediately effective.

WHEREAS, the County of Cuyahoga, Ohio (the "*County*"), a county and political subdivision duly organized and validly existing under the laws of the State of Ohio, is authorized and empowered, by virtue of the laws of the State of Ohio, including without limitation, Section 13 of Article VIII, Ohio Constitution, and Chapter 165, as amended, Ohio Revised Code (the "*Act*"), (a) to issue its revenue bonds for the purpose of making a loan to assist in the financing or refinancing of costs of acquiring, constructing, equipping and improving a "project", as defined in Section 165.01, as amended, Ohio Revised Code, (b) to enter into a loan agreement and to provide for "revenues" sufficient to pay the principal of and interest and any premium on those revenue bonds, (c) to secure those revenue bonds by a trust indenture, as provided herein, and (d) to enact this Resolution and to enter into the Indenture, the Loan Agreement and the Bond Purchase Agreement, all as defined herein, upon the terms and conditions provided herein and therein; and

WHEREAS, University School (the "*Borrower*") has requested that the County issue revenue bonds (the "*Series 2012 Bonds*") pursuant to the Act, and in two or more series, to assist it in refinancing the costs of acquiring, constructing, equipping and improving real and personal property located within the boundaries of the County (the "*Project*"), by refunding the outstanding principal amount of the County's \$15,845,000

Economic Development Refunding Revenue Bonds, Series 2009 (University School Project) (the “*Series 2009 Bonds*”), which were previously issued to refund the County’s \$28,000,000 Variable Rate Economic Development Revenue Bonds (University School Project), Series 1999; and

WHEREAS, the Cuyahoga County Community Improvement Corporation (“*CIC*”) previously certified to the County that the Project is in accordance with the plan for the industrial, commercial, distribution and research development of the County heretofore confirmed by this Board pursuant to Section 1724.10, Ohio Revised Code; and

WHEREAS, the Series 2012 Bonds shall not represent or constitute a general obligation, debt or bonded indebtedness, or a pledge of moneys raised by taxation or the faith and credit of the County, the State or any political subdivision thereof, and the holders of the Series 2012 Bonds shall not be given and shall not have any right to have excises or taxes levied by this Council or the County, or the State or the taxing authority of any political subdivision thereof, for the payment of bond service charges or any other costs of the Project, and the Series 2012 Bonds will be payable solely from revenues of the Project and other monies available to the Borrower;

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

**SECTION 1. Definitions and Interpretations.** All words and terms used herein as defined words and terms but not otherwise defined herein shall have the respective meanings given to them in the Trust Indenture with respect to the Series 2012 Bonds (the “*Indenture*”) between the County and the bank or trust company identified therein, serving as trustee in accordance with the provisions thereof (the “*Trustee*”), the substantially final form of which is on file with this Council.

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

**SECTION 2. Determinations.** This Council confirms the County’s previous determinations, based on the representations of the Borrower contained in its application to the CIC, that:

(a) The Project constitutes a “project” within the meaning of that term as defined in Section 165.01(H), Ohio Revised Code;

(b) The Project is consistent with the purposes of Section 13 of Article VIII, Ohio Constitution, to create or preserve jobs and employment opportunities and to improve the economic welfare of the people of the State of Ohio; and

(c) Provision of the loan to refinance costs of the Project through a refunding of the Series 2009 Bonds will require the issuance, sale and delivery of the Series 2012 Bonds.

**SECTION 3. Authorization of Series 2012 Bonds.** It is hereby determined, based upon the representations of the Borrower, to be necessary to, and the County shall, issue, sell and deliver, as provided herein and in the Indenture and pursuant to the authority of the Act, the Series 2012 Bonds in the principal amount that shall be determined in the Bond Purchase Agreement not to exceed \$15,100,000, in two or more series, each series to be less than \$10,000,000 in aggregate principal amount, for the purpose of making a loan to assist the Borrower in refinancing the costs of acquiring, constructing, equipping and improving the Project, including paying a portion of the costs of the issuance of the Series 2012 Bonds, all in accordance with the provisions of the Indenture and the Loan Agreement (the "*Loan Agreement*") dated as of the first day of the month in which the Series 2012 Bonds are issued between the County and the Borrower.

**SECTION 4. Terms and Provisions of the Bonds**

(a) Bond Terms. The Series 2012 Bonds shall (i) be issued and secured under the terms of the Indenture and in the aggregate principal amount, not to exceed \$15,100,000, set forth in the Indenture, (ii) be issued in the forms and shall be numbered and payable as provided in the Indenture, (iii) be designated "County of Cuyahoga, Ohio Economic Development Refunding Revenue Bonds, Series 2012 (University School Project)", provided that the Series 2012 Bonds shall contain two or more series or subseries, each series to be less than \$10,000,000 in aggregate principal amount, that shall be separately identified by letter or numerical identifiers or other identifying language; (iv) be issuable only in fully registered form; (v) be exchangeable only for Bonds in authorized denominations; (vi) be numbered in a manner that will distinguish each Bond from each other Bond of that series and each other series; (vii) be dated the date the Series 2012 Bonds are issued; (viii) bear interest from the most recent date to which interest has been paid or duly provided for, or if no interest has been paid or duly provided for, from their date or their date of delivery as set forth in the Indenture, at the rates set forth in the Indenture and in the Bond Purchase Agreement among the County, the Borrower and the Original Purchaser (the "*Bond Purchase Agreement*"), as applicable; and payable on the Interest Payment Dates set forth in the Indenture; (ix) be subject to optional redemption, extraordinary optional redemption, mandatory redemption, including mandatory sinking fund redemption and optional and mandatory tender, in accordance with the Indenture; and (x) mature, subject to prior redemption as set forth above, on the dates set forth in the Indenture, the final maturity date of which shall not exceed December 1, 2039.

The County may issue, sell and deliver Additional Bonds for any purpose authorized by the Act, upon satisfaction of the conditions and in the manner set forth in the Indenture.

(b) Method of Payment; Paying Agents. The principal of and any premium and interest on the Series 2012 Bonds (the "*Bond Service Charges*") shall be payable as provided in the Indenture without deduction for the services of any paying agent.

(c) Execution. The Bonds shall be signed by the County Executive and such signature may be a facsimile. Neither the County Executive, the members of this Council nor any person executing the Bonds shall be liable personally on the by reason of issuance thereof. In case the County Executive shall cease to be in office before the issuance or delivery of the Bonds, such signature or facsimile thereof shall nevertheless be valid and sufficient for all purposes, the same as if he or she had remained in office until after that time.

(d) Book-Entry System. The Bonds are permitted, but not required, to be issued to the Depository for holding in a book-entry system as provided in the Indenture, as the official(s) or member(s) executing and delivering the Indenture shall approve in the manner described in and under authority of Section 8 hereof.

**SECTION 5. Sale of the Series 2012 Bonds.** The Series 2012 Bonds are hereby sold and awarded to JPMorgan Chase Bank, N.A. or its designee (the "*Original Purchaser*") in accordance with the terms of this Resolution, at a purchase price equal to the aggregate principal amount of the Series 2012 Bonds to be issued. The sale of the Series 2012 Bonds to the Original Purchaser shall be conditioned upon the Original Purchaser's delivery of an investor acknowledgement letter to the County, or the inclusion of investor acknowledgement provisions in the Bond Purchase Agreement, in a form acceptable to the County and its legal counsel. It is hereby determined that the purchase price and the manner of sale and the terms of the Series 2012 Bonds, as provided in this Resolution and the Indenture, are consistent with all legal requirements and will carry out the public purposes of the Act.

The County Executive, the Clerk of this Council and the Fiscal Officer are authorized and directed, alone or together, to make the necessary arrangements, as advised by the Trustee and Bond Counsel, to establish the date, location, procedures and conditions for the delivery of the Series 2012 Bonds, and to take all steps necessary to effect due execution, authentication and delivery of the Series 2012 Bonds to the Original Purchaser under the terms of this Resolution, the Indenture and the Bond Purchase Agreement.

**SECTION 6. Loan and Terms Thereof.** This Council authorizes and approves the loan of the Bond proceeds by the County to the Borrower pursuant to the terms of the Indenture, the Loan Agreement and the Regulatory Agreement, each substantially in the form now on file with the Clerk of this Council, to assist in financing the Project.

**SECTION 7. Security for the Bonds.** The Bonds shall be special, limited obligations of the County and the principal of and any premium and the interest on the Bonds shall be (i) payable solely from the revenues pledged therefor in the Indenture and (ii) secured by the trust estate identified in the Indenture.

Anything in this Resolution or the Bonds to the contrary notwithstanding, the Bonds do not and shall not represent or constitute a general obligation, debt or bonded indebtedness, or a pledge of moneys raised by taxation or the faith and credit of the County, the State or any political subdivision thereof, and the holders of the Bonds shall not be given and shall not have any right to have excises or taxes levied by this Council or the County, or the State or the taxing authority of any political subdivision thereof, for the payment of bond service charges or any other costs of the Project, and the Bonds will be payable solely from revenues of the Project and other monies available to the

Borrower. The Bonds shall contain a statement to that effect and to the effect that the Bonds are payable solely from the sources specified in the Indenture and any amounts received by the Trustee pursuant to the Indenture, if any, and from any other moneys paid by the Borrower or obtained by the Trustee upon the exercise of rights and remedies under the Loan Agreement or Indenture.

**SECTION 8. Covenants and Agreement of County.** In addition to the other covenants of the County set forth in this Resolution and the Issuer Documents, the County further covenants and agrees as follows:

(a) Authority and Actions. The County is, and upon delivery of the Bonds will be, duly authorized by the laws of the State, particularly and without limitation the Act, to issue the Bonds, to execute and deliver the Issuer Documents and other instruments and documents to which it is a party, to provide the security for payment of the principal of and any premium or interest on the Bonds solely in the manner and from the sources and to the extent set forth herein, all as authorized by this Council and upon the advice of Bond Counsel. All actions on the part of the County for the issuance of the Bonds and the execution and delivery of the Issuer Documents and such other instruments and documents have been or will be duly and effectively taken. The Bonds will be valid and enforceable special obligations of the County according to the terms thereof. Each duty of the County and of its officers and employees undertaken pursuant to the Bonds and the Issuer Documents, is a duty specifically enjoined by law upon the County and each of those officers and employees having authority thereunder or by provision of law to perform the duty, resulting from an office, trust or station, within the meaning of Section 2731.01, Ohio Revised Code, providing for enforcement by writ of mandamus.

(b) Arbitrage and Tax Compliance Provisions; Transcript. To the extent within its authority and control, the County will restrict the use of the proceeds of the Bonds in such manner and to such extent as is necessary so that the Bonds will not constitute arbitrage bonds under Section 148 of the Code. The members of this Council, the County Executive, the Fiscal Officer or the Clerk of this Council or any other officer of the County having responsibility for the issuance of the Bonds, alone or in conjunction with the Borrower or any officer, employee or agent of or consultant to the Borrower, shall give an appropriate certificate of the County for inclusion in the transcript of proceedings for the Bonds setting forth the reasonable expectations of the County regarding the amount and use of all of the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Bonds.

To the extent within its authority and control, the County (i) will take, or require to be taken, all actions that are required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, and (ii) will not knowingly take or authorize to be taken any actions that would adversely affect that exclusion under the provisions of the Code. The members of this Council, the County Executive, the Fiscal Officer and the Clerk of this Council and any other appropriate officers are hereby authorized and directed to take any and all actions and make or give such reports and certifications, as may be appropriate to assure such exclusions of that interest.

In its performance of these covenants, and other covenants of the County pertaining to federal income tax laws, the County may rely upon the advice of nationally recognized bond counsel that is provided to the County at the Borrower's expense.

The Clerk of this Council shall furnish to the Original Purchaser a true transcript of proceedings, certified by the Clerk, of all proceedings had with reference to the issuance of the Bonds together with such information from the records as is necessary to determine the regularity and validity of the issuance of the Bonds.

(c) Further Assurances. To the extent within its authority and control, the County shall do all things and take all actions on its part necessary to comply with the obligations, duties and responsibilities on its part under the Issuer Documents. Nothing herein or in the Issuer Documents shall be construed as requiring the County to operate the Project or to use any moneys from any source other than those provided in the Indenture and the Loan Agreement.

**SECTION 9. Issuer Documents.** To provide for the issuance and sale of the Bonds and the consummation of the transactions contemplated herein, the County Executive and the Fiscal Officer at the direction of the County Executive, alone or in conjunction with any of the foregoing, are authorized and directed to execute, acknowledge and deliver, for and in the name and on behalf of the County, each Issuer Document, in substantially the respective forms thereof submitted to and approved by this Council and the County's legal officer. The Issuer Documents are approved with any changes therein which are not inconsistent with this Resolution, are not adverse to the County, are permitted by the Act, and are approved by the member or members or officer or officers executing the respective Issuer Documents and by the County's legal officer. The approval of those changes by such member or members or officer or officers, and the character of those changes as not being adverse to the County, shall be evidenced conclusively by the execution and delivery of the respective Issuer Documents by such member or members or officer or officers. The Fiscal Officer is authorized to give any certifications that may be required under Ohio Revised Code Sections 5705.41 and 5705.44 with respect to any of the Issuer Documents.

**SECTION 10. Other Documents.** The County Executive, the President of the Council, the Fiscal Officer, the Clerk of the Council or any other officer of the County, alone or in conjunction with any of the foregoing, are authorized and directed to execute, deliver and, if applicable, file, for and in the name and on behalf of the County, any certifications, financing statements, assignments and other instruments and documents which are, in the opinion of the County's legal officer and Bond Counsel, necessary or appropriate to perfect the assignments contemplated in the Indenture or the Loan Agreement and to consummate the transactions contemplated in the Issuer Documents, including the issuance of the Bonds. Those certifications and other instruments and documents include, without limitation, one or more reports on IRS Form 8038 (including Forms 8038-R and 8038-T), any other agreement, certifications and forms necessary or advisable under the Code and a certification by the Clerk of this Council of the transcript of proceedings relating to the issuance of the Bonds. The Borrower is hereby authorized and directed, upon the request or direction of the County, to file any such certifications or instruments that require filing.

**SECTION 11. Acknowledgement of Assignment.** The County acknowledges that pursuant to the Indenture, the County will assign without recourse its rights under Loan Agreement to the Trustee, except for Unassigned Issuer's Rights.

**SECTION 12. No Personal Liability.** No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Resolution, or in the Bonds, or in the Issuer Documents, or under any judgment obtained against the County or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against any officer or employee as such, past, present, or future, of the County, including any member of the Council, either directly or through the County, or otherwise, for the payment for or to the County or any receiver thereof, or for or to the Holder, or otherwise, of any sum that may be due and unpaid by the County upon any of the Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such officer or employee, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the County or any receiver thereof, or for or to the Borrower or the Holder, or otherwise, of any sum that may remain due and unpaid upon any Bond, shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the Issuer Documents and the issuance of the Bonds.

**SECTION 13. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and its committees concerning and relating to the adoption of this resolution were adopted in an open meeting of this 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, Ohio Revised Code.

**SECTION 14. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members of Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that the project may proceed in a timely manner.

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: September 25, 2012  
Committee(s) Assigned: Economic Development & Planning

Second Reading: October 9, 2012

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0201

<p>Sponsored by: <b>County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b></p>	<p><b>A Resolution</b> providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$39,721,000.00 to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for county offices and functions, and improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.</p>
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**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of each class of the improvements described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is at least twenty-five years, based on the weighted average of the amounts allocated to the several classes of improvements set forth in the Fiscal Officer's Certificate, which allocation is approved, ratified and confirmed;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*"Bond proceedings"* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the

other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*"Bond Register"* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*"Bond Registrar"* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

*"Book entry form"* or *"book entry system"* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*"Certificate of Award"* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

*"Closing Date"* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*"Code"* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*"Continuing Disclosure Agreement"* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c)

of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

*“Participant”* means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2037.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

“*Rule*” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“*Term Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$39,721,000 (the Bonds) to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for County offices and functions and improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the improvements, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of the temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures previously made for the improvements described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
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2013	\$ 876,000	2026	\$ 1,565,000
2014	920,000	2027	1,640,000
2015	950,000	2028	1,725,000
2016	980,000	2029	1,810,000
2017	1,005,000	2030	1,900,000
2018	1,060,000	2031	1,995,000
2019	1,110,000	2032	2,095,000
2020	1,165,000	2033	2,200,000
2021	1,225,000	2034	2,310,000
2022	1,285,000	2035	2,425,000
2023	1,350,000	2036	2,545,000
2024	1,420,000	2037	2,675,000
2025	1,490,000		

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of

those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which



provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to

mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond

Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf

of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and

expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the



County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative

discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the improvements described in Section 2 and to enter into and meet its obligations under contracts for those improvements and to reimburse amounts that may already have been advanced County funds for that purpose.



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0202

<b>Sponsored by: County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b>	<b>A Resolution</b> providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$21,350,000.00 to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving county jail, correctional and juvenile detention facilities and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.
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**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of each class of the improvements described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is at least twenty-five years, based on the weighted average of the amounts allocated to the several classes of improvements set forth in the Fiscal Officer's Certificate, which allocation is approved, ratified and confirmed;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*"Bond proceedings"* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the

other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

“*Bond Register*” means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

“*Bond Registrar*” means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

“*Book entry form*” or “*book entry system*” means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

“*Certificate of Award*” means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

“*Closing Date*” means the date of physical delivery of, and payment of the purchase price for, the Bonds.

“*Code*” means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

“*Continuing Disclosure Agreement*” means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c)

of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

“*County Executive*” means the County Executive of the County.

“*Depository*” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“*Financial Advisor*” means PRISM Municipal Advisors, LLC.

“*Interest Payment Dates*” means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

“*Original Purchasers*” means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

“*Participant*” means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

“*Principal Payment Dates*” means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2037.

“*Purchase Agreement*” means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

“*Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.



“*Rule*” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“*Term Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$21,350,000 (the Bonds) to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving County jail, correctional and juvenile detention facilities and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the improvements, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are

appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of the temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures previously made for the improvements described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 475,000	2026	\$ 840,000
2014	495,000	2027	885,000
2015	510,000	2028	925,000
2016	525,000	2029	975,000
2017	540,000	2030	1,020,000
2018	570,000	2031	1,075,000
2019	600,000	2032	1,125,000
2020	625,000	2033	1,180,000
2021	660,000	2034	1,240,000
2022	690,000	2035	1,305,000
2023	725,000	2036	1,370,000
2024	760,000	2037	1,435,000
2025	800,000		

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or

Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of

particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized



officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and

delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the

County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative

discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the improvements described in Section 2 and to enter into and meet its obligations under contracts for those improvements and to reimburse amounts that may already have been advanced County funds for that purpose.





# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0203

<b>Sponsored by: County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b>	<b>A Resolution</b> providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$1,205,000.00 to provide funds to pay costs of acquiring radios and other communications equipment, together with all necessary appurtenances, for use in carrying out functions of the sheriff's department; and declaring the necessity that this Resolution become immediately effective.
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**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of the equipment described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of the equipment described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is ten years;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*“Authorized Denominations”* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*"Bond Registrar"* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

*"Book entry form"* or *"book entry system"* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*"Certificate of Award"* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

*"Closing Date"* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*"Code"* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*"Continuing Disclosure Agreement"* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

“*County Executive*” means the County Executive of the County.

“*Depository*” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“*Financial Advisor*” means PRISM Municipal Advisors, LLC.

“*Interest Payment Dates*” means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

“*Original Purchasers*” means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

“*Participant*” means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

“*Principal Payment Dates*” means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

“*Purchase Agreement*” means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

“*Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

“*Rule*” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$1,205,000 (the Bonds) to provide funds to pay costs of acquiring radios and other communications equipment, together with all necessary appurtenances, for use in carrying out functions of the Sheriff's Department.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the equipment, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of any temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures

previously made for the equipment described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect any such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 100,000	2018	\$ 120,000
2014	105,000	2019	125,000
2015	110,000	2020	135,000
2016	110,000	2021	140,000
2017	115,000	2022	145,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory

Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar

month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or



before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor

and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the

Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same

security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

**SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal

Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining



whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative

discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the equipment described in Section 2 and to enter into and meet its obligations under contracts for those equipment and to reimburse amounts that may already have been advanced County funds for that purpose.

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: September 25, 2012  
Committee(s) Assigned: Finance & Budgeting

Second Reading: October 9, 2012

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0204

Sponsored by: **County Executive  
FitzGerald/Fiscal Officer/Office  
of Budget & Management**

**A Resolution** providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$880,000.00 to provide funds to pay costs of improving the county fairgrounds by acquiring, constructing and installing a wind turbine and related equipment to provide electric power to the fairgrounds; and declaring the necessity that this Resolution become immediately effective.

**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of the improvement described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of the improvement described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is ten years;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*“Authorized Denominations”* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

*“Book entry form”* or *“book entry system”* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

“*County Executive*” means the County Executive of the County.

“*Depository*” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“*Financial Advisor*” means PRISM Municipal Advisors, LLC.

“*Interest Payment Dates*” means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

“*Original Purchasers*” means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

“*Participant*” means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

“*Principal Payment Dates*” means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

“*Purchase Agreement*” means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

“*Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

“*Rule*” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.



*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$880,000 (the Bonds) to provide funds to pay costs of improving the County Fairgrounds by acquiring, constructing and installing a wind turbine and related equipment to provide electric power to the Fairgrounds.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the improvement, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of any temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures

previously made for the improvement described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect any such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 75,000	2018	\$ 90,000
2014	75,000	2019	95,000
2015	80,000	2020	95,000
2016	80,000	2021	100,000
2017	85,000	2022	105,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory

Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar

month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or

before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor

and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the

Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.



**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same

security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

**SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal

Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the "deemed final" and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the "deemed final" and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining

whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative

discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the improvement described in Section 2 and to enter into and meet its obligations under contracts for those improvement and to reimburse amounts that may already have been advanced County funds for that purpose.



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: September 25, 2012  
Committee(s) Assigned: Finance & Budgeting

Second Reading: October 9, 2012

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0205

Sponsored by: **County Executive  
FitzGerald/Fiscal Officer/Office  
of Budget & Management**

**A Resolution** providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$847,000.00 to provide funds to pay costs of reconstructing, resurfacing and otherwise improving and equipping runways at the county airport, together with necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of each class of the improvements described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is at least eighteen years, based on the weighted average of the amounts allocated to the several classes of improvements set forth in the Fiscal Officer's Certificate, which allocation is approved, ratified and confirmed;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*"Bond proceedings"* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*"Bond Register"* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*"Bond Registrar"* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

*"Book entry form"* or *"book entry system"* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*"Certificate of Award"* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

*"Closing Date"* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*"Code"* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*"Continuing Disclosure Agreement"* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure

agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

*“Participant”* means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2030.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“SEC” means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“*Term Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$847,000 (the Bonds) to provide funds to pay costs of reconstructing, resurfacing and otherwise improving and equipping runways at the County Airport, together with necessary appurtenances and work incidental thereto.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the improvements, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of any temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited

to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures previously made for the improvements described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 27,000	2022	\$ 45,000
2014	35,000	2023	50,000
2015	35,000	2024	50,000
2016	35,000	2025	55,000
2017	35,000	2026	55,000
2018	40,000	2027	60,000
2019	40,000	2028	65,000
2020	40,000	2029	65,000
2021	45,000	2030	70,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal

year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which



provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to

mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond

Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf

of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and

expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the "deemed final" and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the "deemed final" and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the



County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative

discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the improvements described in Section 2 and to enter into and meet its obligations under contracts for those improvements and to reimburse amounts that may already have been advanced County funds for that purpose.



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0206

Sponsored by: **County Executive  
FitzGerald/Fiscal Officer/Office  
of Budget & Management**

**A Resolution** providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$36,925,000.00 to advance refund at a lower interest cost all or a portion of the \$36,925,000.00 of the county's outstanding county building and facilities bonds, series 2004, that are stated to mature on December 1 in each of the years from 2015 through 2024, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for county offices and functions, and acquiring, improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

**WHEREAS**, pursuant to Resolution No. 043069, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), the County issued \$59,410,000 of bonds (the Original Bonds) for the purpose set forth in Section 2, as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$36,925,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to

exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 was, at the time of issuance of the original securities issued for those improvements, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2024, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*“Authorized Denominations”* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

*“Book entry form”* or *“book entry system”* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained

by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.



*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, *“Escrow Trustee”* shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$54,910,000 of County Building and Facilities Bonds, Series 2004, issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043069, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

*“Participant”* means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2024.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the

Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

“*Refunded Bonds*” means the portion of the \$36,925,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

“*Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

“*Rule*” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“*Term Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$36,925,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to pay costs of

acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for County offices and functions, and acquiring, improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and his determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2024. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be

payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 2,460,000	2019	\$ 3,070,000
2014	2,545,000	2020	3,225,000
2015	2,625,000	2021	3,385,000
2016	2,705,000	2022	3,555,000
2017	2,785,000	2023	3,730,000
2018	2,925,000	2024	3,915,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds.

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed,

plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund

Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond



Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption.

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf

of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and

expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the

County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and

interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver 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 Fund, 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 Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and

collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf

of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Bonds (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 Bonds 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 Bonds.

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative

discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that the refunding of the Refunded Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates.

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: September 25, 2012

Committee(s) Assigned: Finance & Budgeting

Second Reading: October 9, 2012

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0207

<p>Sponsored by: <b>County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b></p>	<p><b>A Resolution</b> providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$8,975,000.00 to advance refund at a lower interest cost all or a portion of the \$8,975,000.00 of the county's outstanding county correctional and detention facilities improvement bonds, series 2004, that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving county jail, correctional and juvenile detention facilities and acquiring and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.</p>
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**WHEREAS**, pursuant to Resolution No. 043070, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), the County issued \$16,205,000 of bonds (the Original Bonds) for the purpose set forth in Section 2, as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$8,975,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to

exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 was, at the time of issuance of the original securities issued for those improvements, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2022, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*“Authorized Denominations”* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

*“Book entry form”* or *“book entry system”* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained

by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*"Certificate of Award"* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

*"Closing Date"* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*"Code"* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*"Continuing Disclosure Agreement"* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*"County Executive"* means the County Executive of the County.

*"Depository"* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*"Escrow Agreement"* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.



*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, *“Escrow Trustee”* shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$16,205,000 of County Correctional and Detention Facilities Improvement Bonds, Series 2004, issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043070, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

*“Participant”* means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the

Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$8,975,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$8,975,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to pay costs of

acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving County jail, correctional and juvenile detention facilities and acquiring and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and his determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2022. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or

provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 755,000	2018	\$ 895,000
2014	780,000	2019	940,000
2015	805,000	2020	990,000
2016	830,000	2021	1,035,000
2017	855,000	2022	1,090,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed,

plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund

Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond



Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption.

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf

of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and

expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

**SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the

County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and

interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver 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 Fund, 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 Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and

collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf

of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Bonds (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 Bonds 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 Bonds.

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative

discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that the refunding of the Refunded Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates.

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: September 25, 2012

Committee(s) Assigned: Finance & Budgeting

Second Reading: October 9, 2012

Journal CC008

October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0208

Sponsored by: **County Executive  
FitzGerald/Fiscal Officer/Office  
of Budget & Management**

**A Resolution** providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$1,065,000.00 to advance refund at a lower interest cost all or a portion of the \$1,065,000.00 of the county's outstanding capital improvement bonds, series 2004 (Orange Place Extension Project), that are stated to mature on December 1 in each of the years from 2015 through 2024, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds to pay the county's portion of the cost of improving Orange Place, in cooperation with the Village of Orange Village, by grading, draining, curbing, paving and constructing sidewalks, storm and sanitary sewers and water lines, in each case together with the necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.

**WHEREAS**, the County and the Village of Orange Village (the Village) entered into an Agreement dated February 23, 1999, as amended (the Cooperative Agreement), pursuant to which the County agreed to cooperate in providing certain public improvements in a developing area of the Village (the Improvements) and to construct certain of the Improvements on behalf of the Village; and

**WHEREAS**, pursuant to Resolution No. 001111, adopted on March 14, 2000, the County issued its \$1,820,000 Capital Improvement Notes, Series 2000 (Orange Place Extension Project), dated April 19, 2000, in anticipation of bonds for the purpose stated in Section 2, which notes were retired at maturity with the proceeds of the County's \$1,820,000 Capital Improvement Notes, Series 2001 (Orange Place Extension Project), dated April 19, 2001, issued pursuant to Resolution No. 0110142, adopted on March 27, 2001, which notes were retired at maturity with the proceeds of the County's \$2,440,000 Capital Improvement Notes, Series 2001 (Orange Place Extension Project) issued pursuant to Resolution No. 013568, adopted on September 19, 2001, as a part of a

consolidated issue of \$2,700,000 Various Purpose Notes, Series 2001, dated October 2, 2001, which notes were retired at maturity with the proceeds of the County's \$2,440,000 Capital Improvement Notes, Series 2002 (Orange Place Extension Project) issued pursuant to Resolution No. 023060, adopted on July 30, 2002, as a part of a consolidated issue of \$3,595,000 Capital Improvement Notes, Series 2002, dated September 17, 2002, which notes were retired at maturity with the proceeds of the County's \$2,440,000 Capital Improvement Notes, Series 2003 (Orange Place Extension Project), issued in anticipation of bonds pursuant to Resolution No. 033369, adopted on August 19, 2003, as a part of a consolidated issue of \$8,550,000 Capital Improvement Notes, Series 2003, dated September 17, 2003, which notes were retired at maturity with the proceeds of \$1,711,000 of bonds (the Original Bonds) issued pursuant to Resolution No. 043065, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$1,065,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 was, at the time of issuance of the original securities issued for those improvements, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2024, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, *“Bond Registrar”* shall mean the successor Bond Registrar.

*“Book entry form”* or *“book entry system”* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.



*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, “Escrow Trustee” shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$1,711,000 of Capital Improvement Bonds, Series 2004 (Orange Place Extension Project), issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043065, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

*“Participant”* means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2024.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$1,065,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$1,065,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds to pay the County’s portion of the cost of improving Orange Place, in cooperation with the Village of Orange Village, by grading, draining, curbing, paving and constructing sidewalks, storm and sanitary sewers and water lines, in each case together with the necessary appurtenances and work incidental thereto, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and his determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2024. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The

aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 70,000	2019	\$ 90,000
2014	75,000	2020	95,000
2015	75,000	2021	95,000
2016	80,000	2022	100,000
2017	80,000	2023	105,000
2018	85,000	2024	115,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal

amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date

shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County,

either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by



first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption.

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The

Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of

Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be

redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in

connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a

company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded

Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with



the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver 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 Fund, 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 Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from

the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of

the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Bonds (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 Bonds 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 Bonds.

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that the refunding of the Refunded Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates.

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: September 25, 2012  
Committee(s) Assigned: Finance & Budgeting

Second Reading: October 9, 2012

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0209

Sponsored by: **County Executive FitzGerald/Fiscal Officer/ Office of Budget & Management and Councilmember Gallagher**

**A Resolution** providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$440,000.00 to advance refund at a lower interest cost all or a portion of the \$440,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Improvement No. 1460, Phase I), that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Improvement No. 1460, Phase I, being water lines in five roads in County Sewer District No. 14 in Olmsted Township; and declaring the necessity that this Resolution become immediately effective.

**WHEREAS**, the County's Board of County Commissioners previously, by proper legislation, declared the necessity of constructing the improvement described in Section 2 (the Improvement), determined to proceed therewith, caused the construction of the Improvement to be completed and levied special assessments for the Improvement; and

**WHEREAS**, pursuant to Resolution No. 002409, adopted on June 13, 2000, the County issued \$1,061,000 of notes, in anticipation of bonds for the Improvement, as a part of its consolidated issue of \$5,560,000 Olmsted Township General Obligation Bond Anticipation Notes, Series 2000, dated July 28, 2000, which notes were retired at maturity with the proceeds of \$1,111,000 of notes, issued in anticipation of bonds pursuant to Resolution No. 0121147, adopted on June 19, 2001, as a part of the County's consolidated issue of \$5,845,000 Olmsted Township General Obligation Bond Anticipation Notes, Series 2001, dated July 26, 2001, which notes were retired at maturity with the proceeds of \$1,148,000 of notes, issued in anticipation of bonds pursuant to Resolution No. 022454, adopted on June 18, 2002, as a part of the County's

consolidated issue of \$6,040,000 Olmsted Township General Obligation Bond Anticipation Notes, Series 2002, dated July 25, 2002, which notes were retired at maturity with funds available to the County and the proceeds of \$971,100 of notes, issued in anticipation of bonds pursuant to Resolution No. 023640, adopted on September 3, 2002, as a part of the County's consolidated issue of \$3,595,000 Capital Improvement Notes, Series 2002, dated September 17, 2002, which notes were retired at maturity with funds available to the County and the proceeds of \$860,000 of notes, issued in anticipation of bonds pursuant to Resolution No. 033372, adopted on August 19, 2003, as a part of the County's consolidated issue of \$8,550,000 Capital Improvement Notes, Series 2003, dated September 17, 2003, which notes were retired at maturity with the proceeds of \$793,700 of bonds (the Original Bonds) issued pursuant to Resolution No. 043066, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$440,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of the Improvement described in Section 2 was, at the time of issuance of the original securities issued for the Improvement, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2022, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.



“*Bond proceedings*” means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

“*Bond Register*” means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

“*Bond Registrar*” means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

“*Book entry form*” or “*book entry system*” means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

“*Certificate of Award*” means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

“*Closing Date*” means the date of physical delivery of, and payment of the purchase price for, the Bonds.

“*Code*” means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, “Escrow Trustee” shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$793,700 of Sewer District Improvement Bonds, Series 2004 (County Improvement No. 1460, Phase I), issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043066, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

*“Participant”* means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$440,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$440,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners’ portion of the cost of constructing County Improvement No. 1460, Phase I, being water lines in five roads in County Sewer District No. 14 in Olmsted Township, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and his determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2022. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The

aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 35,000	2018	\$ 45,000
2014	40,000	2019	45,000
2015	40,000	2020	50,000
2016	40,000	2021	50,000
2017	40,000	2022	55,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory

Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in

any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the

credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity



or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable

Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption.

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a

form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book

entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data,

audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or

required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The



County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1

following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver 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 Fund, 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 Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the

purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. All special assessments collected for the Improvement shall be used for the payment of the debt charges on the Bonds until paid in full and shall be used for no other purpose. In each year to the extent the income from the levy of the special assessments for the Improvement is available for the payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not

take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Bonds (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 Bonds 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 Bonds.

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting



Second Reading: October 9, 2012

Additional Sponsorship Requested: October 9, 2012

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0210

Sponsored by: **County Executive FitzGerald/Fiscal Officer/Office of Budget & Management and Councilmember Gallagher**

**A Resolution** providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$90,000.00 to advance refund at a lower interest cost all or a portion of the \$90,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Improvement No. 1460, Phase II), that are stated to mature on December 1 in each of the years from 2015 through 2024, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Improvement No. 1460, Phase II, a 12-inch waterline and appurtenances in Sharp Road from Sprague Road to Schady Road, in County Sewer District No. 14 in Olmsted Township; and declaring the necessity that this Resolution become immediately effective.

**WHEREAS**, the County's Board of County Commissioners previously, by proper legislation, declared the necessity of constructing the improvement described in Section 2 (the Improvement), determined to proceed therewith, caused the construction of the Improvement to be completed and levied special assessments for the Improvement; and

**WHEREAS**, pursuant to Resolution No. 043068, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), the County issued \$137,600 of bonds (the Original Bonds) to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing the Improvement, as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and



**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$90,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of the Improvement was, at the time of issuance of the original securities issued for the Improvement, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2024, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*"Bond proceedings"* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*"Bond Register"* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*"Bond Registrar"* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

*"Book entry form"* or *"book entry system"* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest

on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*"Certificate of Award"* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

*"Closing Date"* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*"Code"* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*"Continuing Disclosure Agreement"* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*"County Executive"* means the County Executive of the County.

*"Depository"* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, “Escrow Trustee” shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$137,600 of Sewer District Improvement Bonds, Series 2004 (County Improvement No. 1460, Phase II), issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043068, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

*“Participant”* means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2024.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$90,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections,

subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$90,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Improvement No. 1460, Phase II, a 12-inch waterline and appurtenances in Sharp Road from Sprague Road to Schady Road, in County Sewer District No. 14 in Olmsted Township, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and his determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2024. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 5,000	2019	\$ 10,000
2014	5,000	2020	10,000
2015	5,000	2021	10,000
2016	5,000	2022	10,000
2017	5,000	2023	10,000
2018	5,000	2024	10,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on

each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of

the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption



Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the

redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the

redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption.

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged

or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal

Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase

Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing

Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized



and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver 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 Fund, 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 Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution.

The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. All special assessments collected for the Improvement shall be used for the payment of the debt charges on the Bonds until paid in full and shall be used for no other purpose. In each year to the extent the income from the levy of the special assessments for the Improvement is available for the payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws,

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

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Bonds (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 Bonds 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 Bonds.

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt

charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0211

Sponsored by: **County Executive FitzGerald/Fiscal Officer/Office of Budget & Management**

**A Resolution** providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$110,000.00 to advance refund at a lower interest cost all or a portion of the \$110,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Water Improvement No. 2300), that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Water Improvement No. 2300 in County Sewer District No. 23 in Chagrin Falls Township; and declaring the necessity that this Resolution become immediately effective.

**WHEREAS**, the County's Board of County Commissioners previously, by proper legislation, declared the necessity of constructing the improvement described in Section 2 (the Improvement), determined to proceed therewith, caused the construction of the Improvement to be completed and levied special assessments for the Improvement; and

**WHEREAS**, pursuant to Resolution No. 002213, adopted on May 30, 2000, the County issued its \$260,000 Sewer District Improvement Notes, Series 2000 (County Sewer District No. 23, County Water Improvement No. 2300), dated July 13, 2000, in anticipation of bonds for the Improvement, which notes were retired at maturity with the proceeds of the County's \$260,000 Sewer District Improvement Notes, Series 2001 (County Sewer District No. 23, County Water Improvement No. 2300), dated July 10, 2001, issued in anticipation of bonds pursuant to Resolution No. 0121148, adopted on June 19, 2001, which notes were retired at maturity with the proceeds of the County's \$260,000 Sewer District Improvement Notes, Series 2001 (County Sewer District No. 23, County Water Improvement No. 2300) (the Outstanding Notes), issued in anticipation of bonds pursuant to Resolution No. 013567, adopted on September 19, 2001, as a part of a consolidated issue of \$2,700,000 Various Purpose Notes, Series 2001, dated October 2,



2001, which notes were retired at maturity with the proceeds of the County's \$237,900 Sewer District Improvement Notes, Series 2002 (County Sewer District No. 23, County Water Improvement No. 2300), issued in anticipation of bonds pursuant to Resolution No. 023641, adopted on September 3, 2002, as a part of a consolidated issue of \$3,595,000 Capital Improvement Notes, Series 2002, dated September 17, 2002, which notes were retired at maturity with the proceeds of the County's \$222,000 Sewer District Improvement Notes, Series 2003 (County Sewer District No. 23, County Water Improvement No. 2300), issued in anticipation of bonds pursuant to Resolution No. 033373, adopted on August 19, 2003, as a part of a consolidated issue of \$8,550,000 Capital Improvement Notes, Series 2003, dated September 17, 2003, which notes were retired at maturity with the proceeds of \$204,700 of bonds (the Original Bonds) issued pursuant to Resolution No. 043067, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$110,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of the Improvement was, at the time of issuance of the original securities issued for the Improvement, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2022, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

*“Book entry form”* or *“book entry system”* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, “Escrow Trustee” shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$204,700 of Sewer District Improvement Bonds, Series 2004 (County Improvement No. 1460, Phase II), issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043067, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

*“Participant”* means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$110,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$110,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners’ portion of the cost of constructing County Water Improvement No. 2300 in County Sewer District No. 23 in Chagrin Falls Township, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and his determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2022. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The aggregate principal amount of Bonds to be issued, as so specified in the

Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 10,000	2018	\$ 10,000
2014	10,000	2019	10,000
2015	10,000	2020	10,000
2016	10,000	2021	15,000
2017	10,000	2022	15,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of



Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after

December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for

redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption.

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested

by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is

registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price

not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except

for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County,



the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The Treasurer of this Board is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the

Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall

be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the Treasurer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver 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 Fund, 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 Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of

the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. All special assessments collected for the Improvement shall be used for the payment of the debt charges on the Bonds until paid in full and shall be used for no other purpose. In each year to the extent the income from the levy of the special assessments for the Improvement is available for the payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts,

circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Bonds (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 Bonds 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 Bonds.

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering

those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that the refunding of the Refunded Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates.

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: September 25, 2012

Committee(s) Assigned: Finance & Budgeting

Second Reading: October 9, 2012

Journal CC008  
October 23, 2012



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0213

<p>Sponsored by: <b>County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b></p>	<p><b>A Resolution</b> providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$2,020,000.00 to provide funds for the county's contribution to the acquisition and equipping of the Village of Highland Hills municipal building, and the renovation and construction and reconstruction of improvements thereto, including necessary appurtenances thereto, which building is to be used jointly by the Village and the county as a community center for governmental and civic purposes in accordance with a cooperative agreement between the Village and the County; and declaring the necessity that this Resolution become immediately effective.</p>
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**WHEREAS**, the County, acting under authority of Article X, Section 3 of the Ohio Constitution, Article I, Section 1.01 of the County's Charter, Sections 307.15 and 755.16 of the Revised Code, and a resolution previously adopted this Council, and the Village of Highland Hills, acting under authority of Article XVIII, Sections 3 and 7 of the Ohio Constitution, the Village's Charter, Sections 307.15 and 755.16 of the Revised Code, and an ordinance passed by the Village Council, have determined to enter into a cooperative agreement with respect to the operation, maintenance and shared use of the Village's municipal building as a community center for governmental and civic purposes (the Cooperative Agreement); and

**WHEREAS**, the Cooperative Agreement provides for the Village and the County to coordinate their efforts and to cooperate in the operation and maintenance of the Community Center and the refinancing of certain obligations previously incurred by the Village to finance or refinance the costs of the acquisition and equipping of the municipal building, and the renovation and construction and reconstruction of improvements thereto, including necessary appurtenances thereto, in order to achieve cost and other efficiencies and objectives of the County and the Village and to maximize the benefit of the provision of such facility to all those who work and reside in the Village and the County; and

**WHEREAS**, as its contribution to the cooperative venture, the County has agreed to issue the Bonds described in Section 2 and, upon and subject to the terms and conditions set forth in the Cooperative Agreement, to deliver sufficient proceeds of those Bonds to the Village to enable the Village to defease and retire certain of the bonds issued by the Village for the purpose of acquiring and equipping the municipal building that will serve as the community center, renovating and constructing and reconstructing improvements thereto, including necessary appurtenances thereto; and

**WHEREAS**, the defeasance of those bonds of the Village will also enable the County to proceed with additional unvoted general obligation financings that it intends to undertake that will provide significant additional cost savings and other benefits to the County and its residents; and

**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of each class of the improvements described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is at least thirteen years;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

*“Authorized Denominations”* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of

the Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

"*Book entry form*" or "*book entry system*" means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

"*Certificate of Award*" means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Resolution requires or authorizes to be set forth or determined therein.

"*Closing Date*" means the date of physical delivery of, and payment of the purchase price for, the Bonds.

"*Code*" means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

"*Continuing Disclosure Agreement*" means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

"*County Executive*" means the County Executive of the County.

"*Depository*" means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book

entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Chicago, Illinois.

*“Participant”* means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2025.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$2,020,000 (the Bonds) to provide funds for the County’s contribution to the acquisition and equipping of the Village of Highland Hills municipal building, and the renovation and construction and reconstruction of improvements thereto, including necessary appurtenances thereto, including the defeasance of certain bonds issued by the Village for that purpose, all in accordance with the terms of the Cooperative Agreement between the County and the Village with respect to the operation, maintenance and shared use of that municipal building as a community center for governmental and civic purposes entered into by the County, acting under authority of Article X, Section 3 of the Ohio Constitution, Article I, Section 1.01 of the County’s Charter, Sections 307.15 and 755.16 of the Revised Code, and a resolution previously adopted this Council, and the Village, acting under authority of Article XVIII, Sections 3 and 7 of the Ohio Constitution, the Village’s Charter, Sections 307.15 and 755.16 of the Revised Code, and an ordinance passed by the Village Council.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the improvements, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 120,000	2020	\$ 160,000
2014	125,000	2021	165,000
2015	130,000	2022	175,000
2016	135,000	2023	185,000
2017	135,000	2024	195,000
2018	145,000	2025	200,000
2019	150,000		

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year. The weighted average of the rate or

rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges 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. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).



The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the

amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County

Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution and Chapter 133 and Sections 755.16 and 755.17 of the Revised Code.

The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication 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, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges 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 provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. 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 the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be

required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) 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.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of

the County, that he determines to be necessary in connection with a book entry system for the Bonds.

**SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is 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 County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.



(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution.

The tax shall be within the ten-mill limitation imposed by law, shall be and is 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 those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or

paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering

those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the improvements described in Section 2 and other County improvements and to enter into and meet its obligations under the Cooperative Agreement.

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

In accordance with Rule 6B of the Rules of Council, legislation was added to the agenda by parliamentary motion: September 25, 2012

First Reading/Referred to Committee: September 25, 2012  
Committee(s) Assigned: Finance & Budgeting

Second Reading: October 9, 2012

Journal CC008  
October 23, 2012

# County Council of Cuyahoga County, Ohio

## Ordinance No. O2012-0025

<b>Sponsored by: County Executive FitzGerald/Fiscal Officer and Department of Human Resources on behalf of Human Resource Commission</b>	<b>An Ordinance</b> amending Section 6.12 of the County's Human Resources Personnel Policies and Procedures Manual to make it mandatory for the County to use direct deposit for paying employees' compensation, effective 11/1/2012; and declaring the necessity that this Ordinance become immediately effective.
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WHEREAS, the County Executive/Fiscal Officer and Department of Human Resources on behalf of the Human Resource Commission has recommended to amend the Human Resources Personnel Policies and Procedures Manual to clarify Section 6.12 to make it mandatory for the County to use direct deposit for paying employees' compensation, effective 11/1/2012; and,

WHEREAS, Ohio Revised Code Section 9.37(G) provides that the County:

...may adopt a direct deposit payroll policy under which all employees of the municipal corporation, all county employees, or all township employees, as the case may be, provide a written authorization designating a financial institution and an account number to which payment of the employee's compensation shall be credited under the municipal corporation's, county's, or township's direct deposit payroll policy; and,

WHEREAS, many public and private employers mandate the use of direct deposit for paying employee compensation; and,

WHEREAS, Section 6.12 in its current format may be subject to interpretation suggesting the use of direct deposit is not mandatory; and,

WHEREAS, it is necessary to clarify Section 6.12 to make the use of direct deposit mandatory to comply with Ohio Revised Code Section 9.37(G) and to standardize benefits with some of the County's unionized employees who are now subject to mandatory direct deposit requirements; and,

WHEREAS, on July 5, 2012, the Human Resource Commission fully reviewed and considered the proposed revision to the County's Personnel Policies and Procedures Manual; and,

WHEREAS, the Human Resource Commission recommends approval of the proposed revisions to County Council; and,

WHEREAS, it is necessary that this Ordinance become immediately effective in order that critical services provided by Cuyahoga County can continue and to provide for the usual, daily, operation of a County departments, offices, and agencies.

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

**SECTION 1. Adoption of Revised Human Resource Personnel Policies and Procedures Manual:** Council hereby adopts the amended version of the County's Human Resources Personnel Policies and Procedures Manual (added language **bolded**; deleted language in ~~strikethrough~~), effective 11/1/2012, and shall remain in force and effect and shall be followed by county employees under the authority of the County Council and County Executive:

**Direct Deposit Program:** In lieu of paper paychecks, the County ~~can~~ **shall** electronically transfer net pay into an employee's checking or savings account at the financial institution of the employee's choice. Employees interested in participating in the Direct Deposit Program ~~should contact the Payroll Division at~~ **shall contact the Time and Attendance Division at (216) 443-7380 for more information or to complete a Direct Deposit Authorization Form on the MyHR website County's electronic system (currently MyHR) and submit it to the Payroll Division Time and Attendance Division. If an employee can provide documentation that he/she made good faith efforts to obtain a savings and checking account from the list of financial institutions in which direct deposit is available to the County (including an attempt to obtain a savings and checking account through one of the credit unions that services County employees) and the employee was unable to obtain an account, then the County shall make the sole determination as to whether the employee may be exempt from the direct deposit requirement. If an employee fails to comply with the terms of this direct deposit policy, then the employee may be subject to discipline. In addition, at the County's sole discretion, the County may provide for the direct deposit of an employee's compensation into an account where the employee will have access to the compensation within the same period of time that other employees of the County have access to their compensation.**

**SECTION 2.** It is hereby found and determined necessary for this Ordinance to become immediately effective, for the reason that this Ordinance provides for the usual daily and necessary operations of Cuyahoga County government in accordance with the requirements of the Cuyahoga County Charter; therefore, this Ordinance, provided it receives the affirmative vote of at least eight members of County Council, shall become effective immediately; otherwise it shall be in full force and effect from and immediately after the earliest time permitted by law.

**SECTION 3.** It is found and determined that all formal actions of this Council relating to the adoption of this Ordinance were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.





# County Council of Cuyahoga County, Ohio

## Ordinance No. O2012-0029

Sponsored by: <b>County Executive FitzGerald/Department of Health and Human Services</b>	<b>An Ordinance</b> authorizing the renaming of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency to Cuyahoga Job and Family Services (CJFS); and declaring the necessity that this Ordinance become immediately effective.
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WHEREAS, Article III, Section 3.09(2) of the Cuyahoga County Charter vests the Cuyahoga County Council with the power “to establish departments, and divisions and sections within departments, under the supervision of the County Executive, and such boards, agencies, commissions, and authorities, in addition to or as part of those provided for in this Charter, as the Council determines to be necessary for the efficient administration of the County;” and,

WHEREAS, the duties, functions and employees of Employment and Family Services and the Cuyahoga Support Enforcement Agency have been incorporated as a separate division within the Department of Health and Human Services in accordance with Ordinance No. O2011-0045; and,

WHEREAS, the Department of Health and Human Services has requested that the name of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency be changed to Cuyahoga Job and Family Services in accordance to the restructuring and merging of the division; and,

WHEREAS, the renaming of this division would be beneficial for community understanding and awareness, as well as to establish a common identity for employees of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency; and,

WHEREAS, it is necessary that this Ordinance become immediately effective in order that critical services provided by this Cuyahoga County department can continue without interruption or delay.

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

**SECTION 1.** This Council hereby authorizes the renaming of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency to Cuyahoga Job and Family Services (CJFS) pursuant to the mandates of the County Charter.

**SECTION 2.** It is necessary that this Ordinance become immediately effective in order to continue the critical services provided by these County departments without interruption or delay. Provided that this Ordinance receives the affirmative vote of eight members of Council, this Ordinance shall become immediately effective upon the signature of the County Executive.

**SECTION 3.** It is found and determined that all formal actions of this Council relating to the adoption of this Ordinance were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by \_\_\_\_\_, second 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: September 25, 2012

Committee(s) Assigned: Health, Human Services & Aging

Second Reading: October 9, 2012

Journal CC008

October 23, 2012