



**AGENDA
CUYAHOGA COUNTY COUNCIL REMOTE* REGULAR MEETING
TUESDAY, SEPTEMBER 29, 2020
2:00 PM**

***Due to the COVID-19 pandemic, the Cuyahoga County Administration Building is closed for public meetings at this time. As this meeting is being conducted remotely, in accordance with HB 197, interested persons may access the meeting via livestream by using the following link:
<https://www.youtube.com/CuyahogaCounty>**

****Public comment for this meeting may be submitted in writing via email to the Clerk of Council at jschmotzer@cuyahogacounty.us no later than 1:00 p.m. on Tuesday, September 29, 2020**

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. PLEDGE OF ALLEGIANCE**
- 4. SILENT MEDITATION**
- 5. PUBLIC COMMENT****
- 6. APPROVAL OF MINUTES**
 - a) September 15, 2020 Committee of the Whole Meeting (See Page 25)
 - b) September 15, 2020 Regular Meeting (See Page 27)
- 7. ANNOUNCEMENTS FROM THE COUNCIL PRESIDENT**
- 8. MESSAGES FROM THE COUNTY EXECUTIVE**
- 9. LEGISLATION INTRODUCED BY COUNCIL**

a) CONSIDERATION OF A RESOLUTION OF COUNCIL FOR FIRST READING AND REFERRAL TO COMMITTEE

- 1) R2020-0209: A Resolution adopting various changes to the Cuyahoga County Non-bargaining Classification Plan, and declaring the necessity that this Resolution become immediately effective. (See Page 51)

Sponsors: Councilmember Brown on behalf of Personnel Review Commission

b) COMMITTEE REPORTS AND CONSIDERATION OF RESOLUTIONS OF COUNCIL FOR SECOND READING

- 1) R2020-0170: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in the Big Creek-Stickney Creek Greenway in the Cities of Brooklyn and Parma, and declaring the necessity that this Resolution become immediately effective. (See Page 105)

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission and Councilmember Stephens

Committee Assignment and Chair: Education, Environment & Sustainability – Simon

- 2) R2020-0171: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of Natural Areas Land Conservancy for conservation of ecologically significant areas in Garden of Eleven Angels in the City of Cleveland, and declaring the necessity that this Resolution become immediately effective. (See Page 108)

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission and Councilmembers Jones and Stephens

Committee Assignment and Chair: Education, Environment & Sustainability – Simon

- 3) R2020-0173: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in West Creek Greenway Expansion in the City of Parma, and declaring the necessity that this Resolution become immediately effective. (See Page 111)

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission and Councilmember Stephens

Committee Assignment and Chair: Education, Environment & Sustainability – Simon

10. LEGISLATION INTRODUCED BY EXECUTIVE

a) **CONSIDERATION OF RESOLUTIONS FOR FIRST READING ADOPTION UNDER SUSPENSION OF RULES**

- 1) R2020-0210: A Resolution amending the 2020/2021 Biennial Operating Budget for 2020 by providing for additional fiscal appropriations from the General Fund and other funding sources, for appropriation transfers between budget accounts and for cash transfers between budgetary funds, to meet the budgetary needs of various County departments, offices and agencies; amending Resolution No. R2020-0174 dated 9/15/2020 to reconcile appropriations for 2020; and declaring the necessity that this Resolution become immediately effective. (See Page 114)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

- 2) R2020-0211: A Resolution approving Memorandums of Understanding authorizing supplemental compensation for COVID-19 health screening services performed by Laborers' Local 860 bargaining unit employees in the Office of the County Treasurer, Office of the Fiscal Officer and Cuyahoga County Board of Revision and by Graphic Communications Conference International Brotherhood of Teamsters, Local 25M of District Council 3, bargaining unit employees in the Department of Public Works/Print Shop; and declaring the necessity that this Resolution become immediately effective.(See Page 124)

Sponsors: County Executive Budish/Departments of Law and Human Resources, Fiscal Officer, County Treasurer, Cuyahoga County Board of Revision and Department of Public Works

- 3) R2020-0212: A Resolution authorizing an Agreement between Cuyahoga County and Cuyahoga County Court of Common Pleas/Juvenile Division in the amount not-to-exceed \$709,500.00 to provide funding for the Court to pay hazard pay to certain of its employees in accordance with the Coronavirus Relief Fund established by Section 5001 of the Coronavirus Aid, Relief, and Economic Security Act for the period 10/16/2020 - 1/8/2021, which agreement has potential collective bargaining implications; and declaring the necessity that this Resolution become immediately effective. (See Page 127)

Sponsors: County Executive Budish on behalf of Cuyahoga County Court of Common Pleas/Juvenile Division

b) CONSIDERATION OF A RESOLUTION FOR FIRST READING AND REFERRAL TO COMMITTEE

- 1) R2020-0213: A Resolution authorizing an amendment to Contract No. CE1800177-01 with RELX Inc. dba LexisNexis, a division of RELX Inc., for print and online legal research services for various County departments and agencies for the period 1/1/2018 - 12/31/2020 to extend the time period to 12/31/2023 and for additional funds in the amount not-to-exceed \$723,091.20; 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. (See Page 129)

Sponsor: County Executive Budish/Department of Law

c) COMMITTEE REPORT AND CONSIDERATION OF A RESOLUTION FOR SECOND READING

- 1) R2020-0181: A Resolution authorizing the transfer of real property located at Crocker Road and Schwartz Road, Permanent Parcel No. 216-10-012, to the City of Westlake; authorizing the County Executive to execute the quit claim deed and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective. (See Page 138)

Sponsor: County Executive Budish/Department of Public Works

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

d) COMMITTEE REPORTS AND CONSIDERATION OF RESOLUTIONS FOR SECOND READING ADOPTION UNDER SUSPENSION OF RULES

- 1) R2020-0164: A Resolution confirming the County Executive’s appointment of Janine S. Kaiser to serve on the City of Cleveland/Cuyahoga County Workforce Development Board for an unexpired term ending 6/30/2021, and declaring the necessity that this Resolution become immediately effective.(See Page 141)

Sponsor: County Executive Budish

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

- 2) R2020-0165: A Resolution confirming the County Executive’s appointment of Verna D. Darby to serve on the Division of Children and Family Services Advisory Board for an unexpired term ending 2/28/2023, and declaring the necessity that this Resolution become immediately effective. (See Page 143)

Sponsor: County Executive Budish

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

- 3) R2020-0166: A Resolution confirming the County Executive’s reappointment of Erika L. Anthony to serve on the Cuyahoga County Public Defender Commission for the term 1/1/2020 - 12/31/2023, and declaring the necessity that this Resolution become immediately effective. (See Page 145)

Sponsor: County Executive Budish

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

- 4) R2020-0167: A Resolution authorizing an amendment to Contract No. CE1700154-01 with Case Western Reserve University for fiscal agent services, facilitation and contracted

services in connection with the First Year Cleveland Initiative for the period 6/1/2016 - 12/31/2019 to extend the time period to 12/31/2021 and for additional funds in the amount not-to-exceed \$1,000,000.00; 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. (See Page 147)

Sponsor: County Executive Budish/Department of Health and Human Services/Division of Children and Family

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

- 5) R2020-0176: A Resolution confirming the County Executive's reappointment of Grace Gallucci to serve on the City of Cleveland/Cuyahoga County Workforce Development Board for the term 7/1/2020 - 6/30/2023, and declaring the necessity that this Resolution become immediately effective. (See Page 150)

Sponsor: County Executive Budish

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

- 6) R2020-0177: A Resolution confirming the County Executive's appointment of Jenita McGowan to serve on the Cuyahoga Arts and Culture Board of Trustees for the term 4/1/2020 - 3/31/2023, and declaring the necessity that this Resolution become immediately effective. (See Page 152)

Sponsor: County Executive Budish

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

- 7) R2020-0179: A Resolution confirming the County Executive's appointment of Monica Busam to serve on the Cuyahoga County Natural Resources Assistance Council for the term 10/15/2020 - 10/14/2023, and declaring the necessity that this Resolution become immediately effective. (See Page 154)

Sponsor: County Executive Budish

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

- 8) R2020-0180: A Resolution confirming the County Executive’s appointment or reappointment of various individuals to serve on The MetroHealth System Board of Trustees for various terms, and declaring the necessity that this Resolution become immediately effective: (See Page 156)

i) Appointment:

- a) Brenda Kirk for the term 4/1/2020 - 3/31/2026.

ii) Reappointments:

- a) Maureen Dee for an unexpired term ending 3/5/2024.
b) Robert Hurwitz for an unexpired term ending 3/1/2026.

Sponsor: County Executive Budish

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

- 9) R2020-0182: A Resolution making an award on RQ48165 to Fabrizi Recycling, Inc. in the amount not-to-exceed \$2,936,167.00 for the 2020 Sewer Rehabilitation Program in various County Sewer Districts for the period 10/1/2020 - 9/30/2022; 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. (See Page 159)

Sponsor: County Executive Budish/Department of Public Works

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

- 10) R2020-0183: A Resolution making awards on RQ45955 to various contractors, in the total amount not-to-exceed \$1,500,000.00, for on-call heavy construction services for road

and bridge repairs and maintenance for the period 9/16/2020 - 9/15/2023; authorizing the County Executive to execute the Master Contract and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective: (See Page 161)

- i) Catts Construction, Inc. in the approximate amount reasonably anticipated to be \$500,000.00.
- ii) Schirmer Construction Co., LLC in the approximate amount reasonably anticipated to be \$500,000.00.
- iii) Terrace Construction Company, Inc. in the approximate amount reasonably anticipated to be \$500,000.00.

Sponsor: County Executive Budish/Department of Public Works/Division of County Engineer

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

- 11) R2020-0184: A Resolution authorizing an amendment to Contract No. CE1500266-01 with HH Golden Gate, LLC for lease of office space in Golden Gate Shopping Center, located at 6420 Mayfield Road, Mayfield Heights, for the period 10/1/2015 - 9/30/2020 to exercise an option to extend the time period to 12/31/2025, to change the terms, effective 10/1/2020, and for additional funds in the amount not-to-exceed \$536,361.72; 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. (See Page 164)

Sponsor: County Executive Budish/Department of Public Works and Fiscal Officer/Auto Title Division

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

- 12) R2020-0185: A Resolution providing for the issuance and sale of one or more series of bonds in a maximum aggregate principal amount of \$16,275,000.00, to refund at a lower interest cost all or a portion of the \$15,770,000.00 of the county's outstanding capital improvement and refunding

bonds, series 2012A and series 2012B, that are stated to mature on December 1 in each of the years from 2021 through 2024, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012, dated as of December 13, 2012, to provide funds to pay for 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. (See Page 167)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 13) R2020-0186: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$2,435,000.00, to refund at a lower interest cost all or a portion of the \$2,348,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the county's portion of the cost 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. (See Page 187)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting –
Miller

- 14) R2020-0187: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$470,000.00, to refund at a lower interest cost all or a portion of the \$450,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012 (Orange Place Extension Project), that are stated to mature on December 1 in each of the years from 2021 through 2024, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the county's portion of the cost of improving Orange Place, in cooperation with the Municipality 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. (See Page 207)

Sponsor: County Executive Budish/Fiscal Officer/Office of
Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting –
Miller

- 15) R2020-0188: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$135,000.00, to refund at a lower interest cost all or a portion of the \$115,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years 2021 and 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds 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. (See Page 227)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 16) R2020-0189: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$55,000.00, to refund at a lower interest cost all or a portion of the \$35,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2024, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds 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. (See Page 247)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 17) R2020-0190: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$40,000.00, to refund at a lower interest cost all or a portion of the \$22,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds 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. (See Page 267)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 18) R2020-0191: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$685,000.00, to refund at a lower interest cost all or a portion of the \$660,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2025, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay 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; and declaring the necessity that this Resolution become immediately effective. (See Page 287)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 19) R2020-0192: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$32,670,000.00, to refund at a lower interest cost all or a portion of the \$31,160,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2037, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the 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. (See Page 307)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 20) R2020-0193: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$17,555,000.00, to refund at a lower interest cost all or a portion of the \$16,745,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2037, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the 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. (See Page 328)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 21) R2020-0194: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$300,000.00, to refund at a lower interest cost all or a portion of the \$280,000.00 of the county's outstanding capital

improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years 2021 and 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, 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. (See Page 349)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 22) R2020-0195: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$225,000.00 to refund at a lower interest cost all or a portion of the \$205,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years 2021 and 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, 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. (See Page 368)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 23) R2020-0196: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$215,000.00 to refund at a lower interest cost all or a portion

of the \$195,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, 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. (See Page 387)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 24) R2020-0197: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$51,875,000.00, to advance refund at a lower aggregate interest cost all or a portion of the \$41,005,000.00 of the county's outstanding Various Purpose Sales Tax Revenue Bonds, Series 2014A, dated as of December 17, 2014 that are stated to mature on December 1, 2029 and on December 1 in each of the years from 2032 through 2035, all of which were issued to provide funds to pay the cost of constructing, maintaining, expanding, refurbishing, renovating, upgrading, improving, furnishing and equipping various county buildings and refunding certain bonds previously issued, in each case together with the necessary appurtenances and work incidental thereto; declaring the necessity that this Resolution become immediately effective. (See Page 406)

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Committee Assignment and Chair: Finance & Budgeting – Miller

- 25) R2020-0198: A Resolution authorizing an amendment to Contract No. CE1500235-02 with N. Harris Computer Corporation for software implementation services for the Real Property Tax System for the period 10/1/2015 - 9/30/2020 to extend the time period to 12/31/2022, to change the terms, effective 10/1/2020; no additional funds required; 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.(See Page 427)

Sponsor: County Executive Budish/Fiscal Officer and Department of Information Technology

Committee Assignment and Chair: Finance & Budgeting – Miller

- 26) R2020-0199: A Resolution authorizing amendments to contracts with various providers for the Propel Cuyahoga - Workforce Services Program for the period 7/1/2019 - 6/30/2020 to extend the time period to 6/30/2021, to change the terms, effective 3/9/2020, and for additional funds; authorizing the County Executive to execute the amendments and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective: (See Page 430)

- i) No. CE1900202-01 with The Centers for Families and Children in the amount not-to-exceed \$2,912,110.29.
- ii) No. CE1900203-01 with Maximus Human Services Inc. in the amount not-to-exceed \$2,606,136.95.

Sponsor: County Executive Budish/Department of Health and Human Services/Cuyahoga Job and Family Services

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

- 27) R2020-0200: A Resolution authorizing an amendment to a Master Contract, including Agreement Nos. AG1700045-01–15 and Contract Nos. CE1700125-01–10 and CE1700126-01–11, with various providers for expansion of Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2017 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed

\$3,188,462.00; 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: (See Page 433)

- i) Bedford City School District
- ii) Berea City School District
- iii) Cleveland Heights-University Heights City School District – Noble Elementary School
- iv) Cleveland Heights-University Heights City School District – Gearity Elementary School
- v) Cleveland Heights-University Heights City School District – Oxford Elementary School
- vi) Cleveland Municipal School District – Clark Elementary School
- vii) Cleveland Municipal School District – Garfield Elementary School
- viii) Cleveland Municipal School District – Sunbeam Elementary School
- ix) Cleveland Municipal School District – Willow Elementary School
- x) Cleveland Municipal School District – William Cullen Bryant Elementary School
- xi) Euclid City School District
- xii) Garfield Heights City Schools
- xiii) Lakewood City Schools
- xiv) Maple Heights City School District
- xv) Warrensville Heights City School District
- xvi) Menorah Park Center for Senior Living Bet Moschav Zekenim Hadati
- xvii) HLC Euclid, LLC dba Horizon Learning Centers – Euclid
- xviii) Horizon Education Centers – Market Square
- xix) Horizon Education Centers – Old Brooklyn
- xx) Advanced Solutions for Education, Inc. dba Horizon Child Development Center – Cleveland
- xxi) Robbie Lawrence-Willis – Little Achiever’s Learning Center
- xxii) Murtis Taylor Human Services System – Glenville/KRT Child Enrichment Center
- xxiii) Murtis Taylor Human Services System – Mt. Pleasant Child Enrichment Center
- xxiv) The Salvation Army of Greater Cleveland
- xxv) St. Peter's Child Care Center Inc.

- xxvi) Catholic Charities Corporation – Early Childhood Center at Arbor Park
- xxvii) Catholic Charities Corporation – Early Learning Program St. Ignatius
- xxviii) Catholic Charities Corporation – Rainbow Terrace Head Start
- xxix) The Centers for Families and Children
- xxx) Council for Economic Opportunities in Greater Cleveland – William Patrick Day Early Learning Center
- xxxi) Council for Economic Opportunities in Greater Cleveland – Willard Head Start Center
- xxxii) Council for Economic Opportunities in Greater Cleveland – Puritas Head Start Center
- xxxiii) Council for Economic Opportunities in Greater Cleveland – Green Road Early Learning Center
- xxxiv) Council for Economic Opportunities in Greater Cleveland – George Forbes Early Learning Center
- xxxv) Council for Economic Opportunities in Greater Cleveland – Carl B. Stokes Head Start Center
- xxxvi) Kids and Such, Inc. dba Creative Kids

Sponsors: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood and Councilmembers Simon, Brown and Miller

Committee Assignment and Chair: Education, Environment & Sustainability – Simon

- 28) R2020-0201: A Resolution authorizing an amendment to a Master Contract, including Agreement Nos. AG1800104-01 – AG1800106-01 and Contract Nos. CE1800261-01 – CE1800274-01 and CE1800277-01 – CE1800290-01, with various providers for Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2018 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed \$4,109,055.00; 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: (See Page 438)

- i) Brooklyn City School District – Brooklyn Preschool
- ii) Catholic Charities Corporation – King Kennedy Head Start
- iii) Catholic Charities Corporation – Parkview Head Start
- iv) Catholic Charities Corporation – Riverside Head Start
- v) Catholic Charities Corporation – St. Philip Neri Head Start
- vi) Catholic Charities Corporation – St. Thomas Aquinas
- vii) Cirque du Kids, LLC
- viii) Cleveland Children’s Daycare Academy, LLC
- ix) Cleveland Municipal School District – Tremont Montessori School
- x) Council for Economic Opportunities in Greater Cleveland – Lakeview Terrace Head Start Center
- xi) Council for Economic Opportunities in Greater Cleveland – Outhwaite Head Start Center
- xii) Council for Economic Opportunities in Greater Cleveland – Union-Miles Head Start Center
- xiii) Council for Economic Opportunities in Greater Cleveland – Villa Head Start Center
- xiv) Early Childhood Enrichment Center, Inc.
- xv) East Cleveland City School District – Superior Elementary School
- xvi) Gannon Gil Preschool of the Temple-Tifereth Israel, Inc.
- xvii) Hanna Perkins School
- xviii) Horizon Education Centers – North Olmsted Horizon Education Center
- xix) Horizon Education Centers – Family Life Child Care Center of Lakewood
- xx) Horizon Education Centers – Family Life Child Care Center of Berea
- xxi) Kiddie City Child Care Community, Inc.
- xxii) PM Foundation, Inc. dba Urban Community School
- xxiii) Sandy’s Darlin’ Munchkins Family Child Care Home and Universal Pre-Kindergarten
- xxiv) The Centers for Families and Children – Bingham Early Learning Center
- xxv) The Centers for Families and Children – Debra Ann November Early Learning Center

- xxvi) The Centers for Families and Children – Gordon Square Early Learning Center
- xxvii) The Centers for Families and Children – McMillan Early Learning Center
- xxviii) The Centers for Families and Children – Wade Early Learning Center
- xxix) The Cleveland Music School Settlement
- xxx) The Merrick House
- xxxi) The Young Women’s Christian Association of Greater Cleveland, Ohio

Sponsors: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood and Councilmembers Simon, Brown and Miller

Committee Assignment and Chair: Education, Environment & Sustainability – Simon

- 29) R2020-0202: A Resolution authorizing an amendment to Contract No. CE1800489-01 with Child Care Resource Center of Cuyahoga County, Inc. dba Starting Point for management, administration and implementation of various support services for the Universal Pre-Kindergarten Program for the period 1/1/2019 - 7/31/2020 to extend the time period to 7/31/2021, to change the scope of services and the terms, effective 4/1/2020, and for additional funds in the amount not-to-exceed \$1,863,724.00; 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. (See Page 442)

Sponsors: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood and Councilmembers Simon, Brown and Miller

Committee Assignment and Chair: Education, Environment & Sustainability – Simon

- 30) R2020-0203: A Resolution authorizing an amendment to Contract No. CE1700229-01 with Mental Health Services for Homeless Persons, Inc. dba FrontLine Service for coordinated intake and assessment services for homeless individuals and families for the period 1/1/2018 - 8/31/2020 to extend the

time period to 12/31/2021 and for additional funds in the amount not-to-exceed \$800,000.00; 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. (See Page 445)

Sponsor: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Homeless Services

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

- 31) R2020-0204: A Resolution authorizing an amendment to Contract No. CE1700066-01 with Lutheran Metropolitan Ministry for emergency shelter services for single adults at the Men’s Emergency Shelter, located at 2100 Lakeside Avenue, Cleveland, and coordination of overflow shelter services at various locations for the period 5/1/2017 - 12/31/2020 to change the scope of services, effective 9/29/2020, and for additional funds in the amount not-to-exceed \$3,627,924.00; 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. (See Page 448)

Sponsor: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Homeless Services

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

- 32) R2020-0205: A Resolution making an award on RQ47422 to Enterprise Community Partners, Inc. in the amount not-to-exceed \$600,000.00 for a Justice Housing Plan and Implementation Strategy for the period 9/30/2020 - 12/31/2022; 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. (See Page 451)

Sponsor: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Reentry

Committee Assignment and Chair: Public Safety & Justice Affairs – Gallagher

- 33) R2020-0206: A Resolution making an award on RQ00089 to Selex ES Inc. in the amount not-to-exceed \$823,236.96 for the Fixed Automated License Plate Recognition Expansion Project for the period 9/15/2020 - 11/30/2023; 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. (See Page 453)

Sponsor: County Executive Budish/Department of Public Safety and Justice Services

Committee Assignment and Chair: Public Safety & Justice Affairs – Gallagher

- 34) R2020-0207: A Resolution authorizing a revenue generating agreement with City of Cleveland/Cleveland Municipal Court in the amount not-to-exceed \$2,237,350.00 for legal services for indigent persons for the period 1/1/2020 - 12/31/2020; 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. (See Page 455)

Sponsors: County Executive Budish on behalf of Cuyahoga County Public Defender Commission

Committee Assignment and Chair: Public Safety & Justice Affairs – Gallagher

- 35) R2020-0208: A Resolution authorizing an amendment to Agreement No. AG1500004-01 with Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County for the Adult Probation Substance Abuse Residential Treatment Program for the period 1/1/2015 - 6/30/2020 to extend the time period to 6/30/2022 and for additional funds in the amount not-to-exceed \$1,200,000.00; 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. (See Page 457)

Sponsors: County Executive Budish on behalf of Cuyahoga County Court of Common Pleas/Corrections Planning Board

Committee Assignment and Chair: Public Safety & Justice Affairs – Gallagher

11. REPORT BY CLERK ON LEGISLATION WITHDRAWN AT REQUEST OF SPONSOR(S)

- a) R2020-0168: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of City of Middleburg Heights for conservation of ecologically significant areas in the Baldwin Creek Preserve in the City of Middleburg Heights, and declaring the necessity that this Resolution become immediately effective. (See Page 460)

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission

- b) R2020-0169: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in Baldwin Creek Greenway in the Cities of North Royalton and Parma, and declaring the necessity that this Resolution become immediately effective. (See Page 463)

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission

- c) R2020-0172: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of City of Seven Hills for conservation of ecologically significant areas in Seven Hills Preserve in the City of Seven Hills, and declaring the necessity that this Resolution become immediately effective. (See Page 466)

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission

12. MISCELLANEOUS COMMITTEE REPORTS

13. MISCELLANEOUS BUSINESS

14. ADJOURNMENT

NEXT MEETINGS

COMMITTEE OF THE WHOLE MEETING: THURSDAY, OCTOBER 8, 2020
1:00 PM / REMOTE

COMMITTEE OF THE WHOLE MEETING: TUESDAY, OCTOBER 13, 2020
TIME TBD / REMOTE

REGULAR MEETING: TUESDAY, OCTOBER 13, 2020
2:00 PM / REMOTE



MINUTES

CUYAHOGA COUNTY COUNCIL REMOTE* COMMITTEE OF THE WHOLE MEETING
TUESDAY, SEPTEMBER 15, 2020
1:00 PM

***Due to the COVID-19 pandemic, the Cuyahoga County Administration Building is closed for public meetings at this time. As this meeting is being conducted remotely, in accordance with HB 197, interested persons may access the meeting via livestream by using the following link:**
<https://www.youtube.com/CuyahogaCounty>

****Public comment for this meeting may be submitted in writing via email to the Clerk of Council at jschmotzer@cuyahogacounty.us no later than 12:00 p.m. on Tuesday, September 15, 2020**

1. CALL TO ORDER

Council President Brady called the meeting to order at 1:03 p.m.

2. ROLL CALL

Council President Brady asked Clerk Schmotzer to call the roll. Councilmembers Stephens, Simon, Baker, Miller, Tuma, Gallagher, Schron, Conwell, Jones, Brown and Brady were in attendance and a quorum was determined.

3. PUBLIC COMMENT**

Clerk Schmotzer reported that there were no public comments submitted via email.

4. EXECUTIVE SESSION

- a) Collective bargaining matters, including:
 - i) an amendment to a Collective Bargaining Agreement between Cuyahoga County and Ohio Patrolmen's

Benevolent Association, representing approximately 125 employees in the classification of Protective Services Officer at the Sheriff's Department for the period 1/1/2018 - 12/31/2020 to amend the terms of Bereavement and to modify Article 47.

b) Pending or imminent litigation.

A motion was made by Mr. Schron, seconded by Ms. Conwell and approved by unanimous roll-call vote to move to Executive Session for the purpose of discussing collective bargaining matters and pending or imminent litigation and for no other purpose whatsoever. Executive Session was then called to order by Council President Brady at 1:06 p.m. The following Councilmembers were present: Stephens, Simon, Baker, Miller, Tuma, Gallagher, Schron, Conwell, Jones, Brown and Brady.

The following additional attendees were present for Item 4.a)i): Director of Law Gregory Huth, Assistant Law Director Todd Ellsworth, Council Chief of Staff Joseph Nanni, Legislative Budget Advisor Trevor McAleer, Special Counsel Brendan Doyle and Research and Policy Analyst James Boyle.

The following additional attendees were present for Item 4.b): Director of Law Gregory Huth; Assistant Prosecuting Attorney Brendan Healy; Assistant Prosecuting Attorney Janeane Cappara; Mr. James Climer, Partner at Mazanec, Raskin & Ryder Co., L.P.A.; Council Chief of Staff Joseph Nanni; Legislative Budget Advisor Trevor McAleer; Special Counsel Brendan Doyle and Research and Policy Analyst James Boyle.

At 1:57 p.m., Executive Session was adjourned without objection and Council President Brady then reconvened the meeting.

5. MISCELLANEOUS BUSINESS

There was no miscellaneous business.

6. ADJOURNMENT

With no further business to discuss, Council President Brady adjourned the meeting at 1:58 p.m., without objection.



MINUTES

CUYAHOGA COUNTY COUNCIL REMOTE* REGULAR MEETING
TUESDAY, SEPTEMBER 15, 2020
2:00 PM

***Due to the COVID-19 pandemic, the Cuyahoga County Administration Building is closed for public meetings at this time. As this meeting is being conducted remotely, in accordance with HB 197, interested persons may access the meeting via livestream by using the following link:**
<https://www.youtube.com/CuyahogaCounty>

****Public comment for this meeting may be submitted in writing via email to the Clerk of Council at jschmotzer@cuyahogacounty.us no later than 1:00 p.m. on Tuesday, September 15, 2020**

1. CALL TO ORDER

Council President Brady called the meeting to order at 2:04 p.m.

2. ROLL CALL

Council President Brady asked Clerk Schmotzer to call the roll. Councilmembers Simon, Miller, Tuma, Gallagher, Conwell, Jones, Brown, Stephens and Brady were in attendance and a quorum was determined. Councilmembers Baker and Schron were in attendance shortly after the roll call was taken.

3. PLEDGE OF ALLEGIANCE

4. SILENT MEDITATION

There was no moment of silent meditation.

5. PUBLIC COMMENT**

Ms. Loh submitted public comment via email regarding COVID-19.

6. APPROVAL OF MINUTES

- a) August 4, 2020 Committee of the Whole Meeting
- b) August 4, 2020 Regular Meeting

A motion was made by Ms. Simon, seconded by Ms. Brown and approved by unanimous vote to approve the minutes from the August 4, 2020 Committee of the Whole and Regular meetings.

7. ANNOUNCEMENTS FROM THE COUNCIL PRESIDENT

Council President Brady welcomed back Councilmembers from summer recess. He said that COVID-19 conditions have not changed enough in order to hold Council meetings at the Administrative Headquarters and that Council will continue to meet remotely.

8. MESSAGES FROM THE COUNTY EXECUTIVE

County Executive Budish thanked Council for passing emergency expenditures and said that most of the County's allotment of CARES Act funding has been spent. He said that he will continue to give Council updates. County Executive Budish then indicated that the County is still looking at budget deficits for this year, next year and possibly longer. He said that the County continues to lobby for more money, greater flexibility for the use of the funds and an extension of time in order to use them. He also said that there is conflicting guidance from the state and federal governments as to the use of CARES Act funds.

9. LEGISLATION INTRODUCED BY COUNCIL

- a) CONSIDERATION OF RESOLUTIONS OF COUNCIL FOR FIRST READING AND REFERRAL TO COMMITTEE

- 1) R2020-0168: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of City of Middleburg Heights for conservation of ecologically significant areas in the Baldwin Creek Preserve in the City of Middleburg Heights, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission

Council President Brady referred Resolution No. R2020-0168 to the Education, Environment & Sustainability Committee.

- 2) R2020-0169: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in Baldwin Creek Greenway in the Cities of North Royalton and Parma, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission

Council President Brady referred Resolution No. R2020-0169 to the Education, Environment & Sustainability Committee.

- 3) R2020-0170: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in the Big Creek-Stickney Creek Greenway in the City of Brooklyn, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission

Council President Brady referred Resolution No. R2020-0170 to the Education, Environment & Sustainability Committee.

- 4) R2020-0171: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of Natural Areas Land Conservancy for conservation of ecologically significant areas in Garden of Eleven Angels in the City of Cleveland, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission

Council President Brady referred Resolution No. R2020-0171 to the Education, Environment & Sustainability Committee.

- 5) R2020-0172: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation

Program available through the Ohio Public Works Commission on behalf of City of Seven Hills for conservation of ecologically significant areas in Seven Hills Preserve in the City of Seven Hills, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission

Council President Brady referred Resolution No. R2020-0172 to the Education, Environment & Sustainability Committee.

- 6) R2020-0173: A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in West Creek Greenway Expansion in the City of Parma, and declaring the necessity that this Resolution become immediately effective.

Sponsors: Councilmember Simon on behalf of Cuyahoga County Planning Commission

Council President Brady referred Resolution No. R2020-0173 to the Education, Environment & Sustainability Committee.

10. LEGISLATION INTRODUCED BY EXECUTIVE

- a) CONSIDERATION OF RESOLUTIONS FOR FIRST READING ADOPTION UNDER SUSPENSION OF RULES

A motion was made by Mr. Gallagher, seconded by Ms. Brown and approved by unanimous vote to suspend Rules 9D and 12A and to place on final passage Resolution Nos. R2020-0174 and R2020-0175.

- 1) R2020-0174: A Resolution amending the 2020/2021 Biennial Operating Budget for 2020 by providing for additional fiscal appropriations from the General Fund and other funding sources, for appropriation transfers between budget accounts and for cash transfers between budgetary funds, to meet the budgetary needs of various County departments, offices and agencies; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

On a motion by Mr. Miller with a second by Ms. Brown, Resolution No. R2020-0174 was considered and adopted by unanimous vote.

- 2) R2020-0175: A Resolution approving an amendment to a Collective Bargaining Agreement between Cuyahoga County and Ohio Patrolmen's Benevolent Association, representing approximately 125 employees in the classification of Protective Services Officer at the Sheriff's Department for the period 1/1/2018 - 12/31/2020 to amend the terms of Bereavement and to modify Article 47; directing that funds necessary to implement the amendment be budgeted and appropriated; 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 Budish/Department of Law and County Sheriff

On a motion by Mr. Brady with a second by Mr. Miller, Resolution No. R2020-0175 was considered and adopted by unanimous vote.

b) CONSIDERATION OF RESOLUTIONS FOR FIRST READING AND REFERRAL TO COMMITTEE

- 1) R2020-0176: A Resolution confirming the County Executive's reappointment of Grace Gallucci to serve on the City of Cleveland/Cuyahoga County Workforce Development Board for the term 7/1/2020 - 6/30/2023, and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive Budish

Council President Brady referred Resolution No. R2020-0176 to the Human Resources, Appointments & Equity Committee.

- 2) R2020-0177: A Resolution confirming the County Executive's appointment of Jenita McGowan to serve on the Cuyahoga Arts and Culture Board of Trustees for the term 4/1/2020 - 3/31/2023, and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive Budish

Council President Brady referred Resolution No. R2020-0177 to the Human Resources, Appointments & Equity Committee.

- 3) R2020-0178: A Resolution confirming the County Executive's appointment of Marielee Santiago to serve on the Cuyahoga County Division of Children and Family Services Advisory Board for an unexpired term ending 2/28/2023, and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive Budish

Council President Brady referred Resolution No. R2020-0178 to the Human Resources, Appointments & Equity Committee.

- 4) R2020-0179: A Resolution confirming the County Executive's appointment of Monica Busam to serve on the Cuyahoga County Natural Resources Assistance Council for the term 10/15/2020 - 10/14/2023, and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive Budish

Council President Brady referred Resolution No. R2020-0179 to the Human Resources, Appointments & Equity Committee.

- 5) R2020-0180: A Resolution confirming the County Executive's appointment or reappointment of various individuals to serve on The MetroHealth System Board of Trustees for various terms, and declaring the necessity that this Resolution become immediately effective:

- i) Appointment:

- a) Brenda Kirk for the term 4/1/2020 - 3/31/2026.

- ii) Reappointments:

- a) Maureen Dee for an unexpired term ending 3/5/2024.

- b) Robert Hurwitz for an unexpired term ending 3/1/2026.

Sponsor: County Executive Budish

Council President Brady referred Resolution No. R2020-0180 to the Human Resources, Appointments & Equity Committee.

- 6) R2020-0181: A Resolution authorizing the transfer of real property located at Crocker Road and Schwartz Road, Permanent Parcel No. 216-10-012, to the City of Westlake; authorizing the County Executive to execute the quit claim deed and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive Budish/Department of Public Works

Council President Brady referred Resolution No. R2020-0181 to the Public Works, Procurement & Contracting Committee.

- 7) R2020-0182: A Resolution making an award on RQ48165 to Fabrizi Recycling, Inc. in the amount not-to-exceed \$2,936,167.00 for the 2020 Sewer Rehabilitation Program in various County Sewer Districts for the period 10/1/2020 - 9/30/2022; 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.

Sponsor: County Executive Budish/Department of Public Works

Council President Brady referred Resolution No. R2020-0182 to the Public Works, Procurement & Contracting Committee.

- 8) R2020-0183: A Resolution making awards on RQ45955 to various contractors, in the total amount not-to-exceed \$1,500,000.00, for on-call heavy construction services for road and bridge repairs and maintenance for the period 9/16/2020 - 9/15/2023; authorizing the County Executive to execute the Master Contract and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective:

- i) Catts Construction, Inc. in the approximate amount reasonably anticipated to be \$500,000.00.
- ii) Schirmer Construction Co., LLC in the approximate amount reasonably anticipated to be \$500,000.00.
- iii) Terrace Construction Company, Inc. in the approximate amount reasonably anticipated to be \$500,000.00.

Sponsor: County Executive Budish/Department of Public Works/Division of County Engineer

Council President Brady referred Resolution No. R2020-0183 to the Public Works, Procurement & Contracting Committee.

- 9) R2020-0184: A Resolution authorizing an amendment to Contract No. CE1500266-01 with HH Golden Gate, LLC for lease of office space in Golden Gate Shopping Center, located at 6420 Mayfield Road, Mayfield Heights, for the period 10/1/2015 - 9/30/2020 to exercise an option to extend the time period to 12/31/2025, to change the terms, effective 10/1/2020, and for additional funds in the amount not-to-exceed \$536,361.72; 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 Budish/Department of Public Works and Fiscal Officer/Auto Title Division

Council President Brady referred Resolution No. R2020-0184 to the Public Works, Procurement & Contracting Committee.

- 10) R2020-0185: A Resolution providing for the issuance and sale of one or more series of bonds in a maximum aggregate principal amount of \$16,275,000.00, to refund at a lower interest cost all or a portion of the \$15,770,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012A and series 2012B, that are stated to mature on December 1 in each of the years from 2021 through 2024, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012, dated as of December 13, 2012, to provide

funds to pay for 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 Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0185 to the Finance & Budgeting Committee.

- 11) R2020-0186: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$2,435,000.00, to refund at a lower interest cost all or a portion of the \$2,348,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the county's portion of the cost 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 Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0186 to the Finance & Budgeting Committee.

- 12) R2020-0187: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of

\$470,000.00, to refund at a lower interest cost all or a portion of the \$450,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012 (Orange Place Extension Project), that are stated to mature on December 1 in each of the years from 2021 through 2024, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the county's portion of the cost of improving Orange Place, in cooperation with the Municipality 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 Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0187 to the Finance & Budgeting Committee.

- 13) R2020-0188: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$135,000.00, to refund at a lower interest cost all or a portion of the \$115,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years 2021 and 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds 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.

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0188 to the Finance & Budgeting Committee.

- 14) R2020-0189: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$55,000.00, to refund at a lower interest cost all or a portion of the \$35,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2024, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds 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.

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0189 to the Finance & Budgeting Committee.

- 15) R2020-0190: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$40,000.00, to refund at a lower interest cost all or a portion of the \$22,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds 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 Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0190 to the Finance & Budgeting Committee.

- 16) R2020-0191: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$685,000.00, to refund at a lower interest cost all or a portion of the \$660,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2025, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay 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; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0191 to the Finance & Budgeting Committee.

- 17) R2020-0192: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$32,670,000.00, to refund at a lower interest cost all or a portion of the \$31,160,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2037, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the 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 Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0192 to the Finance & Budgeting Committee.

- 18) R2020-0193: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$17,555,000.00, to refund at a lower interest cost all or a portion of the \$16,745,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2037, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the 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 Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0193 to the Finance & Budgeting Committee.

- 19) R2020-0194: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$300,000.00, to refund at a lower interest cost all or a portion of the \$280,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years 2021 and 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, 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 Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0194 to the Finance & Budgeting Committee.

- 20) R2020-0195: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$225,000.00 to refund at a lower interest cost all or a portion of the \$205,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years 2021 and 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, 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 Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0195 to the Finance & Budgeting Committee.

- 21) R2020-0196: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$215,000.00 to refund at a lower interest cost all or a portion of the \$195,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding

bonds, series 2012A, dated as of December 13, 2012, 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 Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0196 to the Finance & Budgeting Committee.

- 22) R2020-0197: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$51,875,000.00, to advance refund at a lower aggregate interest cost all or a portion of the \$41,005,000.00 of the county's outstanding Various Purpose Sales Tax Revenue Bonds, Series 2014A, dated as of December 17, 2014 that are stated to mature on December 1, 2029 and on December 1 in each of the years from 2032 through 2035, all of which were issued to provide funds to pay the cost of constructing, maintaining, expanding, refurbishing, renovating, upgrading, improving, furnishing and equipping various county buildings and refunding certain bonds previously issued, in each case together with the necessary appurtenances and work incidental thereto; declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive Budish/Fiscal Officer/Office of Budget and Management

Bond Counsel: Calfee, Halter & Griswold LLP

Council President Brady referred Resolution No. R2020-0197 to the Finance & Budgeting Committee.

- 23) R2020-0198: A Resolution authorizing an amendment to Contract No. CE1500235-02 with N. Harris Computer Corporation for software implementation services for the Real Property Tax System for the period 10/1/2015 - 9/30/2020 to extend the time period to 12/31/2022, to change the terms, effective 10/1/2020; no additional funds required; 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 Budish/Fiscal Officer and Department of Information Technology

Council President Brady referred Resolution No. R2020-0198 to the Finance & Budgeting Committee.

24) R2020-0199: A Resolution authorizing amendments to contracts with various providers for the Propel Cuyahoga - Workforce Services Program for the period 7/1/2019 - 6/30/2020 to extend the time period to 6/30/2021, to change the terms, effective 3/9/2020, and for additional funds; authorizing the County Executive to execute the amendments and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective:

- i) No. CE1900202-01 with The Centers for Families and Children in the amount not-to-exceed \$2,912,110.29.
- ii) No. CE1900203-01 with Maximus Human Services Inc. in the amount not-to-exceed \$2,606,136.95.

Sponsor: County Executive Budish/Department of Health and Human Services/Cuyahoga Job and Family Services

Council President Brady referred Resolution No. R2020-0199 to the Health, Human Services & Aging Committee.

25) R2020-0200: A Resolution authorizing an amendment to a Master Contract, including Agreement Nos. AG1700045-01–15 and Contract Nos. CE1700125-01–10 and CE1700126-01–11, with various providers for expansion of Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2017 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed \$3,188,462.00; 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:

- i) Bedford City School District

- ii) Berea City School District
- iii) Cleveland Heights-University Heights City School District – Noble Elementary School
- iv) Cleveland Heights-University Heights City School District – Gearity Elementary School
- v) Cleveland Heights-University Heights City School District – Oxford Elementary School
- vi) Cleveland Municipal School District – Clark Elementary School
- vii) Cleveland Municipal School District – Garfield Elementary School
- viii) Cleveland Municipal School District – Sunbeam Elementary School
- ix) Cleveland Municipal School District – Willow Elementary School
- x) Cleveland Municipal School District – William Cullen Bryant Elementary School
- xi) Euclid City School District
- xii) Garfield Heights City Schools
- xiii) Lakewood City Schools
- xiv) Maple Heights City School District
- xv) Warrensville Heights City School District
- xvi) Menorah Park Center for Senior Living Bet Moschav Zekenim Hadati
- xvii) HLC Euclid, LLC dba Horizon Learning Centers – Euclid
- xviii) Horizon Education Centers – Market Square
- xix) Horizon Education Centers – Old Brooklyn
- xx) Advanced Solutions for Education, Inc. dba Horizon Child Development Center – Cleveland
- xxi) Robbie Lawrence-Willis – Little Achiever’s Learning Center
- xxii) Murtis Taylor Human Services System – Glenville/KRT Child Enrichment Center
- xxiii) Murtis Taylor Human Services System – Mt. Pleasant Child Enrichment Center
- xxiv) The Salvation Army of Greater Cleveland
- xxv) St. Peter's Child Care Center Inc.
- xxvi) Catholic Charities Corporation – Early Childhood Center at Arbor Park
- xxvii) Catholic Charities Corporation – Early Learning Program St. Ignatius
- xxviii) Catholic Charities Corporation – Rainbow Terrace Head Start
- xxix) The Centers for Families and Children

- xxx) Council for Economic Opportunities in Greater Cleveland – William Patrick Day Early Learning Center
- xxxi) Council for Economic Opportunities in Greater Cleveland – Willard Head Start Center
- xxxii) Council for Economic Opportunities in Greater Cleveland – Puritas Head Start Center
- xxxiii) Council for Economic Opportunities in Greater Cleveland – Green Road Early Learning Center
- xxxiv) Council for Economic Opportunities in Greater Cleveland – George Forbes Early Learning Center
- xxxv) Council for Economic Opportunities in Greater Cleveland – Carl B. Stokes Head Start Center
- xxxvi) Kids and Such, Inc. dba Creative Kids

Sponsor: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood

Council President Brady referred Resolution No. R2020-0200 to the Education, Environment & Sustainability Committee.

26) R2020-0201: A Resolution authorizing an amendment to a Master Contract, including Agreement Nos. AG1800104-01 – AG1800106-01 and Contract Nos. CE1800261-01 – CE1800274-01 and CE1800277-01 – CE1800290-01, with various providers for Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2018 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed \$4,109,055.00; 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:

- i) Brooklyn City School District – Brooklyn Preschool
- ii) Catholic Charities Corporation – King Kennedy Head Start
- iii) Catholic Charities Corporation – Parkview Head Start
- iv) Catholic Charities Corporation – Riverside Head Start
- v) Catholic Charities Corporation – St. Philip Neri Head Start
- vi) Catholic Charities Corporation – St. Thomas Aquinas

- vii) Cirque du Kids, LLC
- viii) Cleveland Children’s Daycare Academy, LLC
- ix) Cleveland Municipal School District – Tremont Montessori School
- x) Council for Economic Opportunities in Greater Cleveland – Lakeview Terrace Head Start Center
- xi) Council for Economic Opportunities in Greater Cleveland – Outhwaite Head Start Center
- xii) Council for Economic Opportunities in Greater Cleveland – Union-Miles Head Start Center
- xiii) Council for Economic Opportunities in Greater Cleveland – Villa Head Start Center
- xiv) Early Childhood Enrichment Center, Inc.
- xv) East Cleveland City School District – Superior Elementary School
- xvi) Gannon Gil Preschool of the Temple-Tifereth Israel, Inc.
- xvii) Hanna Perkins School
- xviii) Horizon Education Centers – North Olmsted Horizon Education Center
- xix) Horizon Education Centers – Family Life Child Care Center of Lakewood
- xx) Horizon Education Centers – Family Life Child Care Center of Berea
- xxi) Kiddie City Child Care Community, Inc.
- xxii) PM Foundation, Inc. dba Urban Community School
- xxiii) Sandy’s Darlin’ Munchkins Family Child Care Home and Universal Pre-Kindergarten
- xxiv) The Centers for Families and Children – Bingham Early Learning Center
- xxv) The Centers for Families and Children – Debra Ann November Early Learning Center
- xxvi) The Centers for Families and Children – Gordon Square Early Learning Center
- xxvii) The Centers for Families and Children – McMillan Early Learning Center
- xxviii) The Centers for Families and Children – Wade Early Learning Center
- xxix) The Cleveland Music School Settlement
- xxx) The Merrick House
- xxxi) The Young Women’s Christian Association of Greater Cleveland, Ohio

Sponsor: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood

Council President Brady referred Resolution No. R2020-0201 to the Education, Environment & Sustainability Committee.

- 27) R2020-0202: A Resolution authorizing an amendment to Contract No. CE1800489-01 with Child Care Resource Center of Cuyahoga County, Inc. dba Starting Point for management, administration and implementation of various support services for the Universal Pre-Kindergarten Program for the period 1/1/2019 - 7/31/2020 to extend the time period to 7/31/2021, to change the scope of services and the terms, effective 4/1/2020, and for additional funds in the amount not-to-exceed \$1,863,724.00; 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 Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood

Council President Brady referred Resolution No. R2020-0202 to the Education, Environment & Sustainability Committee.

- 28) R2020-0203: A Resolution authorizing an amendment to Contract No. CE1700229-01 with Mental Health Services for Homeless Persons, Inc. dba FrontLine Service for coordinated intake and assessment services for homeless individuals and families for the period 1/1/2018 - 8/31/2020 to extend the time period to 12/31/2021 and for additional funds in the amount not-to-exceed \$800,000.00; 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 Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Homeless Services

Council President Brady referred Resolution No. R2020-0203 to the Health, Human Services & Aging Committee.

- 29) R2020-0204: A Resolution authorizing an amendment to Contract No. CE1700066-01 with Lutheran Metropolitan Ministry for emergency shelter services for single adults at the Men's Emergency Shelter, located at 2100 Lakeside Avenue, Cleveland, and coordination of overflow shelter services at various locations for the period 5/1/2017 - 12/31/2020 to change the scope of services, effective 9/29/2020, and for additional funds in the amount not-to-exceed \$3,627,924.00; 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 Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Homeless Services

Council President Brady referred Resolution No. R2020-0204 to the Health, Human Services & Aging Committee.

- 30) R2020-0205: A Resolution making an award on RQ47422 to Enterprise Community Partners, Inc. in the amount not-to-exceed \$600,000.00 for a Justice Housing Plan and Implementation Strategy for the period 9/30/2020 - 12/31/2022; 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.

Sponsor: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Reentry

Council President Brady referred Resolution No. R2020-0205 to the Public Safety & Justice Affairs Committee.

- 31) R2020-0206: A Resolution making an award on RQ00089 to Selex ES Inc. in the amount not-to-exceed \$823,236.96 for the Fixed Automated License Plate Recognition Expansion Project for the period 9/15/2020 - 11/30/2023; 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.

Sponsor: County Executive Budish/Department of Public Safety and Justice Services

Council President Brady referred Resolution No. R2020-0206 to the Public Safety & Justice Affairs Committee.

- 32) R2020-0207: A Resolution authorizing a revenue generating agreement with City of Cleveland/Cleveland Municipal Court in the amount not-to-exceed \$2,237,350.00 for legal services for indigent persons for the period 1/1/2020 - 12/31/2020; 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.

Sponsors: County Executive Budish on behalf of Cuyahoga County Public Defender Commission

Council President Brady referred Resolution No. R2020-0207 to the Public Safety & Justice Affairs Committee.

- 33) R2020-0208: A Resolution authorizing an amendment to Agreement No. AG1500004-01 with Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County for the Adult Probation Substance Abuse Residential Treatment Program for the period 1/1/2015 - 6/30/2020 to extend the time period to 6/30/2022 and for additional funds in the amount not-to-exceed \$1,200,000.00; 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.

Sponsors: County Executive Budish on behalf of Cuyahoga County Court of Common Pleas/Corrections Planning Board

Council President Brady referred Resolution No. R2020-0208 to the Public Safety & Justice Affairs Committee.

c) CONSIDERATION OF RESOLUTIONS FOR THIRD READING ADOPTION

- 1) R2020-0158: A Resolution approving proposed amendments to the Subdivision Platting Rules for the Unincorporated Areas of Cuyahoga County, and declaring the necessity that this Resolution become immediately effective.

Sponsors: County Executive Budish on behalf of Cuyahoga
County Planning Commission

On a motion by Mr. Tuma with a second by Ms. Brown, Resolution No. R2020-0158 was considered and adopted by unanimous vote.

- 2) R2020-0159: A Resolution authorizing a contract with Court Community Service, Inc. in the amount not-to-exceed \$555,000.00 for court community placement and supervision services for probationers referred by the Court in connection with the Community Works Service Placement and Supervision Program for the period 1/1/2021 - 12/31/2023; 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 Budish on behalf of Cuyahoga
County Court of Common Pleas/Corrections Planning Board

On a motion by Mr. Gallagher with a second by Mr. Brady, Resolution No. R2020-0159 was considered and adopted by unanimous vote.

11. MISCELLANEOUS COMMITTEE REPORTS

Mr. Jones reported that the Community Development Committee will meet on Monday, September 21, 2020 at 10:00 a.m.

Mr. Miller reported that the Finance & Budgeting Committee will meet on Monday, September 21, 2020 at 1:00 p.m. and then again on Monday, October 5, 2020 at 1:00 p.m. for an ERP update from the Administration. He also reported that the Committee of the Whole will meet on Thursday, October 8, 2020 at 1:00 p.m. for an ERP update from Council's consultant Zig Berzins.

Ms. Brown reported that the Human Resources, Appointments & Equity Committee will meet on Tuesday, September 22, 2020 at 10:00 a.m.

Mr. Gallagher reported that the Public Safety & Justice Affairs Committee will meet on Tuesday, September 22, 2020 at 1:00 p.m.

Ms. Baker reported that the Council Operations, Intergovernmental Relations and Public Transportation Committee will meet on Tuesday, September 22, 2020 at 3:00 p.m.

Mr. Tuma reported that the Public Works, Procurement & Contracting Committee will meet on Wednesday, September 23, 2020 at 10:00 a.m.

Ms. Conwell reported that the Health, Human Services & Aging Committee will meet on Wednesday, September 23, 2020 at 1:00 p.m.

Ms. Simon reported that the Education, Environment & Sustainability Committee will meet on Wednesday, September 23, 2020 at 3:00 p.m.

12. MISCELLANEOUS BUSINESS

Mr. Miller expressed condolences regarding the passing of Ms. Billie Osborne-Fears, Executive Director of Starting Point.

13. ADJOURNMENT

With no further business to discuss, Council President Brady adjourned the meeting at 2:41 p.m., without objection.

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0209

Sponsored by: Councilmember Brown on behalf of Cuyahoga County Personnel Review Commission	A Resolution adopting various changes to the Cuyahoga County Non-bargaining Classification Plan, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, Section 9.03 of the Charter of Cuyahoga County states that the Cuyahoga County Personnel Review Commission shall administer a clear, countywide classification and salary administration system for technical, specialist, administrative and clerical functions with a limited number of broad pay ranges within each classification; and

WHEREAS, the Personnel Review Commission submitted several proposed changes to the Cuyahoga County Non-bargaining Classification Plan; and

WHEREAS, the Personnel Review Commission considered this matter and has undergone significant review, evaluation and modification of such submitted changes to the Cuyahoga County Non-bargaining Classification Plan; and

WHEREAS, on September 16, 2020, the Personnel Review Commission met and recommended the classification changes (attached hereto as Exhibits A through F) and recommended to County Council the formal adoption and implementation of the attached changes; 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 adopts the following changes to the Cuyahoga County Non-bargaining Classification Plan:

Modifications of the following Classifications: (See attached Classification Specifications)

Proposed Revised Classifications:

- Exhibit A: Class Title: *Bridge Inspector*
Number: 18031
Pay Grade: 5A/Non-Exempt
* PRC routine maintenance. Classification last revised in 2012.
The essential job functions, language, physical requirements, environmental exposure, and formatting were updated. No change to FLSA status. Pay grade increased from a 4A to 5A due to updated equipment usage.
- Exhibit B: Class Title: *Permit Coordinator*
Class Number: 10211
Pay Grade: 6A/Non-Exempt (No change)
* PRC routine maintenance. Classification last revised in 2015.
The essential job functions, language, minimum qualifications, and formatting were updated. No change to pay grade or FLSA status.
- Exhibit C: Class Title: *Senior Bridge Inspector*
Class Number: 18032
Pay Grade: 8A/Non-Exempt (No change)
* PRC routine maintenance. Classification last revised in 2012.
The essential job functions, language, minimum qualifications, physical requirements, environmental exposure, and formatting were updated. No change to pay grade or FLSA status.
- Exhibit D: Class Title: *Senior Supervisor, Sewer Maintenance*
Class Number: 18002
Pay Grade: 13A/Exempt
* PRC routine maintenance. Classification last revised in 2013.
Language was updated to better reflect duties performed on the job. Pay grade raised from 12a to 13A due to increased equipment work requirement.
- Exhibit E: Class Title: *Supervisor, Sewer Maintenance*
Class Number: 18001
Pay Grade: 11A/Exempt (No change)
* PRC routine maintenance. Classification last revised in 2013.
Language was updated to better reflect tasks performed on the job. No change to minimum qualifications or pay grade.
- Exhibit F: Class Title: *User Experience Designer*
Class Number: 16301
Pay Grade: 12B/Exempt (No change)
* Revisions made at request of the department. Changes were made to the essential job functions to capture the additional work performed by the position. No change to pay grade or FLSA status.

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

SECTION 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

First Reading/Referred to Committee:

Committee(s) Assigned:

Journal _____
_____, 2020

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Bridge Inspector	Class Number:	18031
FLSA:	Non-Exempt	Pay Grade:	4A
Dept:	Public Works	Exhibit A	

Classification Function

The purpose of the classification is to assist higher-level employees with the inspection of bridges and culverts and to assist in the maintenance of related bridge inspection and repair documentation and reporting.

Distinguishing Characteristics

This is an entry level technical classification that works under direct supervision. The employees in this class work under a framework policies, procedures, regulations and codes. Employees are required to have basic knowledge of structural behavior and basic knowledge of modern engineering methods and techniques as applied to construction and maintenance of structures.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 50% +/- 10%
- Visually inspects all components of bridges and culverts for deterioration, cracks, and other defects; rates each component based on its as-built condition; identifies all visible defects in the structure whether as a result of deterioration, construction practice, or original design; identifies and notes areas of potential failure as a result of anticipated deterioration, past construction, or maintenance practice.
- 35% +/- 10%
- Documents bridge inspections; photographs bridge inspections; records all ratings and other findings; completes various bridge inspection forms and reports; prepares various data lists to be used in the bridge management/inspection section; documents observations of all technical work in bridge and road construction; prepares maps, forms, and sketches as required for the bridge inspections; provides reports of daily work done on a project and provides necessary profit documentation as directed; maintains files and computer entries for information and drawings pertinent to bridge inspection; uses AutoCAD to draw sketches for recommended bridge reports.
- 15% +/- 5%
- Assists with recommending bridge repairs; provides an information base for immediate action to limit use/close any structure which is revealed by inspection to be hazardous; recommends repairs for each inspected structure and enters data in computer; prepares and details the construction plans necessary for the repair work to be done.

Minimum Training and Experience Required to Perform Essential Job Functions

- A high school diploma or equivalent with one (1) year of experience in bridge inspection; or any combination of education, training, and experience.

Additional Requirements

- No special license or certification is required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including a computer, multi-function printer, and peripheral equipment.
- Ability to operate an inspection van, snooper, man-lift, tracker, motor boat, bucket truck, bucket boat, bridge tracker, hammer, calipers, dye penetrant, and various other structural inspection tools.
- Ability to stand, walk, balance, climb, crawl, crouch, bend, and twist.

Supervisory Responsibilities

- No supervisory responsibilities.

Mathematical Ability

- Ability to add, subtract, multiply, divide, calculate decimals and percentages.

Technology Requirements

- Ability to operate a variety of software and databases including Microsoft Outlook, Excel, Word, and Access and design and drafting software.

Language Ability & Interpersonal Communication

- Ability to perform basic level of data analysis including the ability to review, classify, categorize, prioritize and/or reference data, statutes and/or guidelines and/or group, rank, investigate and problem solve. Requires discretion in determining and referencing such to established standards to recognize interactive effects and relationships.
- Ability to comprehend reports, forms, inventory sheets, drawings, sketches, and work orders.
- Ability to comprehend a variety of reference books and manuals including State and Federal bridge inspection requirements, specifications, drawings, manuals, tables, codes, and standards.
- Ability to prepare reports, sketches, drawings, permits, memos, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to use and interpret related structural mechanics terminology and language.
- Ability to communicate with contractors, engineers, other agencies, and departmental employees and administrators.

Environmental Adaptability

- Work is typically performed both in an office environment and in the field.
- Work may involve exposure to temperature/weather extremes, smoke, dust, pollen, wetness, humidity, machinery, vibrations, traffic hazards, confined spaces, and heights.

Bridge Inspector

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Permit Coordinator	Class Number:	10211
FLSA:	Non - Exempt	Pay Grade:	6A
Dept:	Public Works	Exhibit B	

B

Classification Function

The purpose of this classification is to coordinate the issuance of various permits and licenses and the maintenance of related records in accordance with established procedures.

Distinguishing Characteristics

This is a journey level classification with responsibility for coordinating the issuance of various permits and licenses and maintaining related documents. This classification works under a framework of defined procedures and regulations. The incumbent exercises discretion in applying procedures and serves as a first-line supervisor ensuring that assigned activities are completed in a timely and efficient manner.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

50% +/- 10%

- Coordinates documentation and scheduling for events held on County property (the Cuyahoga County Courthouse and Huntington Park Garage); maintains spreadsheet of scheduled events on County property; ensures receipt of proper documentation for bookings of events held on County property including signed lease, correct forms, insurance certificates, notarized contracts, rental fees, and other applicable documents; prepares rental contract forms for use of County property.

20% +/- 10%

- Coordinates the issuance of permits for contractors working in Cuyahoga County communities; monitors permit application review process from initial intake to final approval; ensures that plans and specifications for contractor work affecting sewers are approved by the engineering department; ensures inspection fees for permits are paid; ensures that contractor licensing documents (bonds, insurance certificates, etc.) are up to date; issues permits to contractors to install sanitary and storm sewers for mainline, commercial, and residential connections; issues permits for capital improvement projects and road openings; schedules inspections for building inspectors; accepts payments for permits, sewer license registrations, tap-in fees, etc.; deposits monies received and submits receipts and other relevant information to the fiscal department.

10% +/- 5%

- Interacts with clients, department staff, other County departments, and the general public regarding permit, contract, and rental services; assists visitors, contractors, staff, and the general public at the front desk by providing information, services, or referrals as necessary; responds to inquiries regarding permit processes and tap-in fees; coordinates with the legal department regarding changes needed to permits for the department and contracts for events.

Permit Coordinator

10% +/- 5%

- Supervises assigned administrative employees; directs staff to ensure work completion and maintenance of standards; plans, assigns, and reviews work; coordinates and/or provides training and instruction; evaluates employee performance; responds to employee questions, concerns, and problems; approves employee timesheets and leave requests; develops and monitors unit work plans and work performance standards; monitors and provides for training needs; recommends personnel actions including selection, promotion, transfer, discipline, or discharge.

10% +/- 5%

- Coordinates maintenance of records for permits, contracts, and related documents; establishes project number and project name; maintains records of all work performed for projects including inspection reports, billing, and testing; maintains records of permit activity; makes copies of permits and enters into database; sends permit numbers to the fiscal department; creates monthly and annual reports of permit activity and contractor work.

Experience Required to Perform Essential Job Functions

- High school diploma or GED supplemented with vocational/technical training and three (3) years of administrative, building permit processing, or related experience; or any combination of education and experience that provides equivalent knowledge, skills, and abilities.

Additional Requirements

- No special license or certification is required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including computers and multi-function printer.

Technology Requirements

- Ability to utilize a variety of software and databases including Microsoft Word, Excel, and Access.

Supervisory Responsibilities

- Ability to assign, review, plan, and coordinate the work of other employees and to maintain standards.
- Ability to provide instruction and training to other employees.
- Ability to solve and act on employee problems.
- Ability to recommend the transfer, selection, evaluation, or promotion of employees.
- Ability to recommend the discipline or discharge of employees.

Mathematical Ability

- Ability to add, subtract, multiply, and divide.

Language Ability & Interpersonal Communication

- Ability to perform basic level of data analysis including the ability to review, classify, categorize, prioritize and/or reference data, statutes and/or guidelines and/or group, rank, investigate and problem solve. Requires discretion in determining and referencing such to established standards to recognize interactive effects and relationships.
- Ability to comprehend a variety of informational documents including timesheets, expense reports, event schedules, reference documents, sewer sketches, leases, insurance and bonding firm's permits, checks, and roadway opening permit requests.
- Ability to comprehend a variety of reference books and manuals including departmental policies and procedures manuals, reference manuals, permit books, street guide, sewer plans, and Employee Handbook.
- Ability to prepare activity reports, monthly inspector reports, sanitation and storm permits, wedding event schedules and leases, receipts, correspondence, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to serve as a supervisor, to record, deliver, and file information, to explain procedures, and to follow instructions.
- Ability to develop and maintain effective working relationships with a variety of individuals within and outside the department.
- Ability to use and interpret basic engineering terminology and language.
- Ability to communicate with supervisor, staff, co-workers, consultants, contractors, inspectors, government agencies, other County employees, and customers.

Environmental Adaptability

- Work is typically performed in an office environment.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Senior Bridge Inspector	Class Number:	18032
FLSA:	Non-Exempt	Pay Grade:	8A
Dept:	Public Works	Exhibit C	

Classification Function

The purpose of the classification is to inspect, evaluate, rate, and report the condition and ongoing maintenance needs of bridges, culverts, and related structures on the County system and recommending repairs.

Distinguishing Characteristics

This is an journey level technical classification that works under general supervision. The employees in this class work under a framework policies, procedures, regulations, and codes. Employees are required to have comprehensive knowledge of structural behavior and general knowledge of modern engineering methods and techniques as applied to construction and maintenance of structures. This class is distinguished from the Bridge Inspector classification in that the Senior Bridge Inspector may provide technical supervision of that class and is required to have more specialized experience.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 50% +/- 10%
- Visually inspects all components of bridges and culverts for deterioration, cracks, and other defects; rates each component based on its as-built condition; identifies all visible defects in the structure whether as a result of deterioration, construction practice or original design; identifies and notes areas of potential failure as a result of anticipated deterioration, past construction, or maintenance practice.
- 30% +/- 10%
- Documents bridge inspections; photographs bridge inspections; records all ratings and other findings; completes various bridge inspection forms and reports; prepares various data lists to be used in the bridge management/inspection section; documents observations of all technical work in bridge and road construction; provides reports of daily work done on a project and provides necessary profit documentation as directed; maintains files and computer entries for information and drawings pertinent to bridge inspection; uses AutoCAD to draw sketches for recommended bridge reports.
- 20% +/- 10%
- Recommends bridge repairs; provides an information base for immediate action to limit use/close any structure which is revealed by inspection to be hazardous; recommends repairs for each inspected structure and enters data in computer; prepares and details the construction plans necessary for the repair work to be done; documents maintenance recommendations by entering files and pictures into the Enterprise Resource Planning system.

Minimum Training and Experience Required to Perform Essential Job Functions

- A high school diploma or equivalent and three (3) years of experience in bridge inspection; or an equivalent combination of education, training, and experience.

Senior Bridge Inspector

- Completion of the FHWA (Federal Highway Administration) – NHI (National Highway Institute) - 13005 - Safety Inspection of In Service Bridges Certificate/Training is required.

Additional Requirements

- No special license or certification is required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including computers and peripheral equipment.
- Ability to operate an inspection van, snoopers, man-lift, tracker, motor boat, bucket truck, brick boat, bridge tracker, hammer, calipers, dye penetrant, and various other structural inspection tools.
- Ability to stand, walk, balance, climb, crawl, crouch, bend, and twist.

Supervisory Responsibilities

- No supervisory responsibilities.

Mathematical Ability

- Ability to perform mathematical operations involving algebra and geometry including volume, weights, yield, and load testing.

Technology Requirements

- Ability to operate a variety of software and databases including Microsoft Outlook, Excel, Word, and Access and design and drafting software.

Language Ability & Interpersonal Communication

- Ability to perform mid-level data analysis including the ability to audit, deduce, assess, conclude and appraise. Requires discretion in determining and referencing such to established criteria to define consequences and develop alternatives.
- Ability to comprehend reports, forms, inventory sheets, drawings, sketches, and work orders.
- Ability to comprehend a variety of reference books and manuals including State and Federal bridge inspection requirements, specifications, drawings, manuals, tables, codes and standards.
- Ability to prepare reports, sketches, drawings, permits, memos, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to use and interpret engineering terminology and language.
- Ability to communicate with contractors, engineers, other agencies, and departmental employees and administrators.

Senior Bridge Inspector

Environmental Adaptability

- Work is typically performed both in an office environment and in the field.
- Work may involve exposure to temperature/weather extremes, smoke, dust, pollen, wetness, humidity, machinery, vibrations, traffic hazards, confined spaces, and heights.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Senior Supervisor, Sewer Maintenance	Class Number:	18002
FLSA:	Exempt	Pay Grade:	13A
Departments:	Public Works	Exhibit D	

Classification Function

The purpose of this position is to supervise the Supervisor, Sewer Maintenance employees and sewer maintenance activities.

Distinguishing Characteristics

This is a second-line supervisor classification, working under direction of a superintendent within the Sewer Maintenance Section of the Public Works Department. The employee works within a broad framework of policies, procedures and regulations. The incumbent ensures that activities are performed in a timely manner and according policies, procedures and related regulations. This class is distinguished from the Supervisor, Sewer Maintenance by its increased responsibility and that the latter is a first line supervisor.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 60% +/- 10%
- Supervises and directs the work of Supervisor, Sewer Maintenance workers and other assigned staff; directs staff to ensure work completion and maintenance of standards; plans, assigns, and reviews work; coordinates and/or provides training and instruction; evaluates employee performance; responds to employee questions, concerns, and problems; approves employee timesheets and leave requests; prepares and reviews documents related to timesheets, requests for leave, and overtime; develops and monitors unit work plans and work performance standards; monitors and provides for training needs; meets with employees individually and as a unit; recommends personnel actions including selection, promotion, transfer, discipline, or discharge.
- 30% +/- 10%
- Assists the Superintendent, Sewer Maintenance with planning and coordinating of sewer maintenance functions; assigns work orders to supervisors through the Enterprise Asset Management (EAM) module; checks inventories using the EAM module; reviews supervisor reports using the EAM module; recommends maintenance programs and initiatives for sanitary and storm system maintenance; establishes goals and plans to achieve goals; assists with capital planning.
- 10% +/- 5%
- Performs supporting administrative functions; attends various meetings and trainings; conducts meetings; answers questions and responds to requests for information.

Minimum Training and Experience Required to Perform Essential Job Functions

- High school diploma or equivalent supplemented with vocational or technical training in plumbing, maintenance and/or sanitation with five (5) years of sewer maintenance experience; or any equivalent combination of training and experience.
- Valid Ohio driver license, proof of automobile insurance

Additional Requirements

- An Ohio EPA Wastewater Collections Class I Certification may be required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including computer and multi-function printer.
- Ability to perform on-site inspections, drive a truck, use hand tools, metal detector, flow meters and digital cameras.

Technology Requirements

- Ability to operate a variety of software and databases including the Microsoft Office Suite, GIS Software, EAM module of the County's ERP system, and GraniteXP (pipeline inspection software).

Supervisory Responsibilities

- Ability to assign, review, plan, and coordinate the work of other employees and to maintain standards.
- Ability to provide instruction and training to other employees.
- Ability to solve and act on employee problems.
- Ability to recommend the transfer, selection, evaluation, or promotion of employees.
- Ability to recommend and act on the discipline or discharge of employees.

Mathematical Ability

- Ability to add, subtract, multiply, divide, calculate decimals and percentages, perform routine statistics, and apply algebraic and geometric equations.

Language Ability & Interpersonal Communication

- Requires the ability to perform mid to high level data analysis requiring managing of data and people deciding the time, sequence of operations or events within the context of a process, system or organization. Involves determining the necessity for revising goals, objectives, policies, procedures or functions based on the analysis of data/information and includes performance reviews pertinent to objectives, functions, and requirements.
- Ability to comprehend a variety of informational documents including reports such as time sheets, attendance records, maintenance work orders, smoke test reports, dye test reports, invoices, daily logs, maps, blue prints, correspondence, and other reports and records.
- Ability to comprehend a variety of reference books and manuals including safety manuals, equipment operation manuals, materials texts, and personnel policy manuals.

Senior Supervisor, Sewer Maintenance

- Ability to prepare reports such as payroll documents, service requests, flow meter reports, dye and smoke meter test reports, GPS and map reports, disciplinary forms, vehicle maintenance reports, performance evaluations, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to supervise and counsel employees, to convince and influence others, to record and deliver information, to explain procedures, to follow instructions.
- Ability to use and interpret engineering, and mechanical, terminology and language.
- Ability to communicate with Assistant Director, Sewer Maintenance Administrator Manager, employees, residents, mechanics, engineers, and the general public.

Environmental Adaptability

- Work is typically performed in an office environment, at a wastewater treatment facility, or in the field.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Supervisor, Sewer Maintenance	Class Number:	18001
FLSA: Exempt	Exempt	Pay Grade:	11A
Dept:	Public Works	Exhibit E	

Classification Function

The purpose of this position is to supervise a crew of employees assigned to sewer maintenance activities, inspect work in progress, and review completed work assignments.

Distinguishing Characteristics

This is a first-line supervisor classification with responsibility for overseeing projects under a framework of defined policies, procedures, regulations, and guidelines. The incumbents exercise discretion in applying procedures and regulations to resolve project issues. The employees in this classification assist in ensuring that projects are completed on time and with adherence to requirements. The employees in this class work under direction of the Senior Supervisor, Sewer Maintenance.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 40% +/- 10%
- Supervises and directs the work of a crew of sewer maintenance employees and other assigned staff; directs staff to ensure work completion and maintenance of standards; reviews work; coordinates and/or provides training and instruction; evaluates employee performance; responds to employee questions, concerns, and problems; approves employee timesheets and leave requests; prepares and reviews documents related to timesheets, requests for leave, and overtime; develops and monitors unit work plans and work performance standards; monitors and provides for training needs; meets with employees individually and as a unit; recommends personnel actions including selection, promotion, transfer, discipline, or discharge.
- 35% +/- 10%
- Utilizes the Enterprise Asset Management (EAM) module within the County's Enterprise Resource Planning (ERP) system to open and close work orders, generate reports, create work plans, and track and order supplies; receives work orders from the EAM module used to coordinate employee work; reviews and evaluates various reports and plans to explain daily assignments to crew; prepares various activity and project update reports; assigns vehicles; reviews billing and payroll paperwork; ensures appropriate equipment is available.
- 15% +/- 5%
- Assists with planning and coordinating of sewer maintenance department initiatives; recommends maintenance programs and initiatives for sanitary and storm system maintenance; assists with establishing goals and plans to achieve goals; assists with capital planning.
- 10% +/- 5%
- Performs supporting administrative functions; conducts meetings; attends presentations; communicates with municipalities and the public about sewer system repairs.

Supervisor, Sewer Maintenance

Minimum Training and Experience Required to Perform Essential Job Functions

- High school diploma or equivalent; with three (3) years of sewer maintenance experience; or any equivalent combination of training and experience.
- Valid driver's license and proof of automobile insurance.

Additional Requirements

- Must obtain and maintain Ohio EPA Wastewater Collections Class I certification within 12 months of hire date.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including computer and multi-function printer.
- Ability to perform on-site inspections, drive a truck, use hand tools, metal detector, flow meters, and digital cameras.

Technology Requirements

- Ability to operate a variety of software and databases including the Microsoft Office Suite, GIS Software, EAM module of the County's ERP system, and GraniteXP (pipeline inspection software).

Supervisory Responsibilities

- Ability to assign, review, plan, and coordinate the work of other employees and to maintain standards.
- Ability to provide instruction and training to other employees.
- Ability to solve and act on employee problems.
- Ability to recommend the transfer, selection, evaluation, or promotion of employees.
- Ability to recommend and act on the discipline or discharge of employees.

Mathematical Ability

- Ability to add, subtract, multiply, divide, calculate decimals and percentages, and apply algebraic and geometric equations.

Language Ability & Interpersonal Communication

- Requires the ability to perform mid to high level data analysis requiring managing of data and people deciding the time, sequence of operations or events within the context of a process, system or organization. Involves determining the necessity for revising goals, objectives, policies, procedures or functions based on the analysis of data/information and includes performance reviews pertinent to objectives, functions, and requirements.

Supervisor, Sewer Maintenance

- Ability to comprehend a variety of informational documents including reports such as time sheets, attendance records, maintenance work orders, smoke test reports, dye test reports, invoices, daily logs, maps, blue prints, correspondence, and other reports and records.
- Ability to comprehend a variety of reference books and manuals including safety manuals, equipment operation manuals, materials texts, and personnel policy manuals.
- Ability to prepare reports such as daily activity reports, daily maintenance reports, flow meter reports, dye and smoke meter test reports, map reports, payroll documents, service requests, disciplinary forms, vehicle reports, performance evaluations, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to supervise and counsel employees, to convince and influence others, to record and deliver information, to explain procedures, and to follow instructions.
- Ability to use and interpret engineering, and mechanical terminology and language.
- Ability to communicate with manager, employees, mechanics, engineers, residents, other County employees, employees of cities and municipalities, and the general public.

Environmental Adaptability

- Work is typically performed in an office environment, at a wastewater treatment facility, or in the field.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	User Experience Designer	Class Number:	16301
FLSA:	Exempt	Pay Grade:	12B
Dept:	Information Technology	Exhibit F	

Classification Function

The purpose of this classification is to promote user experience design best practices through researching, conceptualizing, designing, and developing applications and web pages to be more user friendly.

Distinguishing Characteristics

This is an advanced journey level classification, working under direction of the Web and Applications Administrator. The employee in this class is expected to be fully aware of the operating policies and procedures of the work unit and to perform the full range of duties assigned. Positions at this level receive only occasional instruction or assistance as new or unusual situations arise and work independently, exercising judgment and initiative.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 20% +/- 10%
- Designs and implements voice of customer (VOC) programs; designs and conducts user-centered design research; clarifies and defines research goals; collects and analyzes VOC data to drive improvements, reduce risk, and improve usability; identifies interdependencies across people, processes, and technology that impact design of the customer experience; translates research findings into actionable recommendations; prepares, documents, and presents findings and recommendations to management and stakeholders.
- 20% +/- 10%
- Creates, wireframes, mock-ups, and prototypes for design and development to demonstrate website form and functionality and create seamless, usable, convenient, and enjoyable user experiences; provides guidance to design and development staff to ensure designs are properly coded, meet established technical protocols and standards, are compliant with Web Content Accessibility Guidelines (WCAG), and align with business, stakeholder, and end user priorities.
- 20% +/- 10%
- Tracks, prioritizes, and manages website analytics including advanced code requirements, configurations, settings, custom metrics, and dimensions; creates reports using Google Analytics and other data sources; serves as contact for analytics and tracking requests.
- 20% +/- 10%
- Analyzes, designs, and leads usability tests to ensure applications are working correctly and to determine opportunities to improve usability; identifies and documents deficiencies and finds solutions; ensures requirements, specifications, and standards have been met; documents test plans, procedures, and results; coordinates quality assistance (QA) resources internally and externally; meets with clients and stakeholders to gather requirements; acts as key QA point of contact for new releases.

User Experience Designer

20% +/- 10%

- Performs related administrative duties; responds to emails and phone calls; attends various trainings and meetings; researches and stays up to date on new and emerging technologies, user experience design patterns, trends and methodologies, software development, and infrastructure concepts; assists with creation of training material for clients and application end users.

Minimum Training and Experience Required to Perform Essential Job Functions

- Bachelor's degree in information technology, visual communications, marketing, business administration, or related field with seven (7) years of web design, front end development, user design/experience management, or related experience; or any equivalent combination of training and experience.

Additional Requirements

- No special license or certification is required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions Physical Requirements

- Ability to operate a variety of automated office machines including personal computer and copier.
- Ability to utilize a variety of website development and maintenance software.

Mathematical Ability

- Ability to add, subtract, multiply, divide, calculate decimals and percentages, and perform routine statistics.

Language Ability & Interpersonal Communication

- Requires the ability to perform mid to high level data analysis requiring managing of data and people deciding the time, sequence of operations or events within the context of a process, system, or organization. Involves determining the necessity for revising goals, objectives, policies, procedures, or functions based on the analysis of data/information and includes performance reviews pertinent to such objectives, functions, and requirements.
- Ability to comprehend a variety of informational documents including web analytics, customer surveys, functional specifications, WCAG and Americans with Disabilities Act (ADA) compliance reports, training guides, and other reports and records.
- Ability to comprehend a variety of reference books and manuals including Personnel Policies and Procedures Manual, computer software manuals, user experience/user interface design best practices, and Web Content Accessibility Guidelines.
- Ability to prepare user stories, wireframes, mock-ups, test plans, web analytics and reports, user interface design standards and guidelines, system documentation, training documents, department reports, functional specifications, memos, correspondence, and other job-related documents using prescribed format and conforming to all rules of punctuation, grammar, diction and style.
- Ability to advise administrators, to convince and influence others, to record and deliver information, to explain procedures, and to follow instructions.
- Ability to use and interpret marketing terminology and language.

Effective Date: 04.25.2018

Last Modified: 03.18.2019

User Experience Designer

- Ability to communicate effectively with directors, managers, supervisors, other County employees, subject matter experts, consultants, vendors, and end users.

Environmental Adaptability

- Work is typically performed in an office environment.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.



F. Allen Boseman, Commissioner
Thomas L. Colaluca, Commissioner
Deborah Southerington, Commissioner

**CUYAHOGA COUNTY
 PERSONNEL REVIEW COMMISSION
 MEMORANDUM**

DATE: September 22, 2020

TO: Cuyahoga County Council President Dan Brady
 Shontel Brown, Chairwoman, Human Resources, Appointments & Equity
 Committee
 Council Members, Human Resources, Appointments & Equity
 Committee

FROM: F. Allen Boseman, Chairman
 Cuyahoga County Personnel Review Commission

RE: Recommending Modifications to Class Plan

Please be advised that on September 16, 2020, the Personnel Review Commission considered and approved recommending modifications to the County’s classification plan. In accordance with PRC Rule 4.06, these proposed changes were posted on the PRC’s website before any formal action was taken on them. Details of the recommended changes are below:

PROPOSED REVISED CLASSIFICATIONS			
REVISED CLASSIFICATIONS (Revised Title)	CURRENT PAY GRADE & FLSA	RECOMMEND ED PAY GRADE & FLSA	DEPARTMENT
Bridge Inspector 18031	4A/Non-Exempt	5A/Non-Exempt	Public Works
Permit Coordinator 10211	6A/Non-Exempt	6A/Non-Exempt (No Change)	Public Works

Senior Bridge Inspector 18032	8A/Non-Exempt	8A/Non-Exempt (No Change)	Public Works
Senior Supervisor, Sewer Maintenance 18002	12A/Exempt	13A/Exempt	Public Works
Supervisor, Sewer Maintenance 18001	11A/Exempt	11A/Exempt (No Change)	Public Works
User Experience Designer 16301	12B/Exempt	12B/Exempt (No Change)	Information Technology

cc: Deborah Southerington, Commissioner
Thomas Colaluca, Commissioner
Rebecca Kopcienski, PRC Director
Armond Budish, County Executive
Jesse Drucker, HR Director

Joseph Nanni, Council Chief of Staff
Kelli Neale, Program Officer 4
Jeanne Schmotzer, Clerk of Council

CURRENT CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
18031	Bridge Inspector	Public Works	Non-Exempt	4A

PROPOSED REVISED CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
18031	Bridge Inspector	Public Works	Non-Exempt	5A

Requested By:	Personnel Review Commission
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Rationale:	PRC routine maintenance. Classification last revised in 2012. The essential job functions, language, physical requirements, environmental exposure, and formatting were updated. No change to FLSA status. Pay grade increased from a 4A to 5A due to updated equipment usage.
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No. of Employees Affected:	None (Position is currently vacant)
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Dept.(s) Affected:	Public Works
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Fiscal Impact:	PG4A - \$33,342.40 - \$46,716.80 PG5A - \$36,400.00 - \$50,918.40
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Staffing Implications:	None
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PRC Contact(s):	Verona Blonde, Classification and Compensation Specialist Albert Bouchahine, Manager of Classification and Compensation
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Human Resources and Management Contact(s):	<u>Date of Contact:</u>	<u>Type of Contact:</u>	<u>Reason:</u>
Jim Hazimihalis, Section Chief Engineering	7/22/2020	Email	Review of Final Draft
Mike Dever, Director of Public works	7/22/2020	Email	Review of Final Draft – Copied on Communications
Jim Battigaglia – Archer Consultant	8/12/2020	Email	Request for Pay Grade Evaluation

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Bridge Inspector	Class Number:	18031
FLSA:	Non-Exempt	Pay Grade:	4A
Dept:	Public Works		

Classification Function

The purpose of the classification is to assist higher-level employees with the inspection of bridges and culverts and to assist in the maintenance of related bridge inspection and repair documentation and reporting.

Distinguishing Characteristics

This is an entry level technical classification that works under direct supervision. The employees in this class work under a framework policies, procedures, regulations and codes. Employees are required to have basic knowledge of structural behavior and basic knowledge of modern engineering methods and techniques as applied to construction and maintenance of structures.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 50% +/- 10%
 - Visually inspects all components of bridges and culverts for deterioration, cracks, and other defects; rates each component based on its as-built condition; identifies all visible defects in the structure whether as a result of deterioration, construction practice, or original design; identifies and notes areas of potential failure as a result of anticipated deterioration, past construction, or maintenance practice.
- 35% +/- 10%
 - Documents bridge inspections; photographs bridge inspections; records all ratings and other findings; completes various bridge inspection forms and reports; prepares various data lists to be used in the bridge management/inspection section; documents observations of all technical work in bridge and road construction; prepares maps, forms, and sketches as required for the bridge inspections; provides reports of daily work done on a project and provides necessary profit documentation as directed; maintains files and computer entries for information and drawings pertinent to bridge inspection; uses AutoCAD to draw sketches for recommended bridge reports.
- 15% +/- 5%
 - Assists with recommending bridge repairs; provides an information base for immediate action to limit use/close any structure which is revealed by inspection to be hazardous; recommends repairs for each inspected structure and enters data in computer; prepares and details the construction plans necessary for the repair work to be done.

Minimum Training and Experience Required to Perform Essential Job Functions

- A high school diploma or equivalent with one (1) year of experience in bridge inspection; or any combination of education, training, and experience.

Additional Requirements

- No special license or certification is required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including a computer, multi-function printer, and peripheral equipment.
- Ability to operate an inspection van, snooper, man-lift, tracker, motor boat, bucket truck, bucket boat, bridge tracker, hammer, calipers, dye penetrant, and various other structural inspection tools.
- Ability to stand, walk, balance, climb, crawl, crouch, bend, and twist.

Supervisory Responsibilities

- No supervisory responsibilities.

Mathematical Ability

- Ability to add, subtract, multiply, divide, calculate decimals and percentages.

Technology Requirements

- Ability to operate a variety of software and databases including Microsoft Outlook, Excel, Word, and Access and design and drafting software.

Language Ability & Interpersonal Communication

- Ability to perform basic level of data analysis including the ability to review, classify, categorize, prioritize and/or reference data, statutes and/or guidelines and/or group, rank, investigate and problem solve. Requires discretion in determining and referencing such to established standards to recognize interactive effects and relationships.
- Ability to comprehend reports, forms, inventory sheets, drawings, sketches, and work orders.
- Ability to comprehend a variety of reference books and manuals including State and Federal bridge inspection requirements, specifications, drawings, manuals, tables, codes, and standards.
- Ability to prepare reports, sketches, drawings, permits, memos, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to use and interpret related structural mechanics terminology and language.
- Ability to communicate with contractors, engineers, other agencies, and departmental employees and administrators.

Environmental Adaptability

- Work is typically performed both in an office environment and in the field.
- Work may involve exposure to temperature/weather extremes, smoke, dust, pollen, wetness, humidity, machinery, vibrations, traffic hazards, confined spaces, and heights.

Bridge Inspector

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CURRENT CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
10211	Permit Coordinator	Public Works	Non-Exempt	6A

PROPOSED REVISED CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
10211	Permit Coordinator	Public Works	Non-Exempt	6A

Requested By:	Personnel Review Commission
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Rationale:	PRC routine maintenance. Classification last revised in 2015. The essential job functions, language, minimum qualifications, and formatting were updated. No change to Pay Grade or FLSA status.
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No. of Employees Affected:	One (1)
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Dept.(s) Affected:	Public Works
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Fiscal Impact:	None
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Staffing Implications:	None
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PRC Contact(s):	Verona Blonde, Classification and Compensation Specialist Albert Bouchahine, Manager of Classification and Compensation
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Human Resources and Management Contact(s):	<u>Date of Contact:</u>	<u>Type of Contact:</u>	<u>Reason:</u>
Neil Juhnke, Chief Surveyor	6/11/2020 6/17/2020 7/9/2020	Email Email Email	Questions Regarding Min Quals and Software Review of Final Draft Confirmation
Thomas Sotak, Deputy Chief Engineering	6/17/2020 7/9/2020	Email Email	Review of Final Draft Confirmation
Jim Battigaglia – Archer Consultant	8/12/2020	Email	Request for Pay Grade Evaluation

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Permit Coordinator	Class Number:	10211
FLSA:	Non - Exempt	Pay Grade:	6A
Dept:	Public Works		

Classification Function

The purpose of this classification is to coordinate the issuance of various permits and licenses and the maintenance of related records in accordance with established procedures.

Distinguishing Characteristics

This is a journey level classification with responsibility for coordinating the issuance of various permits and licenses and maintaining related documents. This classification works under a framework of defined procedures and regulations. The incumbent exercises discretion in applying procedures and serves as a first-line supervisor ensuring that assigned activities are completed in a timely and efficient manner.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

50% +/- 10%

- Coordinates documentation and scheduling for events held on County property (the Cuyahoga County Courthouse and Huntington Park Garage); maintains spreadsheet of scheduled events on County property; ensures receipt of proper documentation for bookings of events held on County property including signed lease, correct forms, insurance certificates, notarized contracts, rental fees, and other applicable documents; prepares rental contract forms for use of County property.

20% +/- 10%

- Coordinates the issuance of permits for contractors working in Cuyahoga County communities; monitors permit application review process from initial intake to final approval; ensures that plans and specifications for contractor work affecting sewers are approved by the engineering department; ensures inspection fees for permits are paid; ensures that contractor licensing documents (bonds, insurance certificates, etc.) are up to date; issues permits to contractors to install sanitary and storm sewers for mainline, commercial, and residential connections; issues permits for capital improvement projects and road openings; schedules inspections for building inspectors; accepts payments for permits, sewer license registrations, tap-in fees, etc.; deposits monies received and submits receipts and other relevant information to the fiscal department.

10% +/- 5%

- Interacts with clients, department staff, other County departments, and the general public regarding permit, contract, and rental services; assists visitors, contractors, staff, and the general public at the front desk by providing information, services, or referrals as necessary; responds to inquiries regarding permit processes and tap-in fees; coordinates with the legal department regarding changes needed to permits for the department and contracts for events.

Permit Coordinator

10% +/- 5%

- Supervises assigned administrative employees; directs staff to ensure work completion and maintenance of standards; plans, assigns, and reviews work; coordinates and/or provides training and instruction; evaluates employee performance; responds to employee questions, concerns, and problems; approves employee timesheets and leave requests; develops and monitors unit work plans and work performance standards; monitors and provides for training needs; recommends personnel actions including selection, promotion, transfer, discipline, or discharge.

10% +/- 5%

- Coordinates maintenance of records for permits, contracts, and related documents; establishes project number and project name; maintains records of all work performed for projects including inspection reports, billing, and testing; maintains records of permit activity; makes copies of permits and enters into database; sends permit numbers to the fiscal department; creates monthly and annual reports of permit activity and contractor work.

Experience Required to Perform Essential Job Functions

- High school diploma or GED supplemented with vocational/technical training and three (3) years of administrative, building permit processing, or related experience; or any combination of education and experience that provides equivalent knowledge, skills, and abilities.

Additional Requirements

- No special license or certification is required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including computers and multi-function printer.

Technology Requirements

- Ability to utilize a variety of software and databases including Microsoft Word, Excel, and Access.

Supervisory Responsibilities

- Ability to assign, review, plan, and coordinate the work of other employees and to maintain standards.
- Ability to provide instruction and training to other employees.
- Ability to solve and act on employee problems.
- Ability to recommend the transfer, selection, evaluation, or promotion of employees.
- Ability to recommend the discipline or discharge of employees.

Mathematical Ability

- Ability to add, subtract, multiply, and divide.

Language Ability & Interpersonal Communication

- Ability to perform basic level of data analysis including the ability to review, classify, categorize, prioritize and/or reference data, statutes and/or guidelines and/or group, rank, investigate and problem solve. Requires discretion in determining and referencing such to established standards to recognize interactive effects and relationships.
- Ability to comprehend a variety of informational documents including timesheets, expense reports, event schedules, reference documents, sewer sketches, leases, insurance and bonding firm's permits, checks, and roadway opening permit requests.
- Ability to comprehend a variety of reference books and manuals including departmental policies and procedures manuals, reference manuals, permit books, street guide, sewer plans, and Employee Handbook.
- Ability to prepare activity reports, monthly inspector reports, sanitation and storm permits, wedding event schedules and leases, receipts, correspondence, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to serve as a supervisor, to record, deliver, and file information, to explain procedures, and to follow instructions.
- Ability to develop and maintain effective working relationships with a variety of individuals within and outside the department.
- Ability to use and interpret basic engineering terminology and language.
- Ability to communicate with supervisor, staff, co-workers, consultants, contractors, inspectors, government agencies, other County employees, and customers.

Environmental Adaptability

- Work is typically performed in an office environment.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CURRENT CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
18032	Senior Bridge Inspector	Public Works	Non-Exempt	8A

PROPOSED REVISED CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
18032	Senior Bridge Inspector	Public Works	Non-Exempt	8A

Requested By:	Personnel Review Commission
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Rationale:	PRC routine maintenance. Classification last revised in 2012. The essential job functions, language, minimum qualifications, physical requirements, environmental exposure, and formatting were updated. No change to pay grade or FLSA status.
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No. of Employees Affected:	Two (2)
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Dept.(s) Affected:	Public Works
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Fiscal Impact:	None
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Staffing Implications:	None
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PRC Contact(s):	Verona Blonde, Classification and Compensation Specialist Albert Bouchahine, Manager of Classification and Compensation
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Human Resources and Management Contact(s):	<u>Date of Contact:</u>	<u>Type of Contact:</u>	<u>Reason:</u>
Jim Hazimihalis, Section Chief Engineering	7/22/2020 8/5/2020	Email Email	Review of Final Draft Question Regarding Minimum Qualifications
Mike Dever, Director of Public works	7/22/2020 8/5/2020	Email	Review of Final Draft – Copied on Communications Question Regarding Minimum Qualifications
Dave Marquard, Engineer	8/5/2020	Email	Question Regarding Minimum Qualifications
Jim Battigaglia – Archer Consultant	8/12/2020	Email	Request for Pay Grade Evaluation

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Senior Bridge Inspector	Class Number:	18032
FLSA:	Non-Exempt	Pay Grade:	8A
Dept:	Public Works		

Classification Function

The purpose of the classification is to inspect, evaluate, rate, and report the condition and ongoing maintenance needs of bridges, culverts, and related structures on the County system and recommending repairs.

Distinguishing Characteristics

This is an journey level technical classification that works under general supervision. The employees in this class work under a framework policies, procedures, regulations, and codes. Employees are required to have comprehensive knowledge of structural behavior and general knowledge of modern engineering methods and techniques as applied to construction and maintenance of structures. This class is distinguished from the Bridge Inspector classification in that the Senior Bridge Inspector may provide technical supervision of that class and is required to have more specialized experience.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 50% +/- 10%
- Visually inspects all components of bridges and culverts for deterioration, cracks, and other defects; rates each component based on its as-built condition; identifies all visible defects in the structure whether as a result of deterioration, construction practice or original design; identifies and notes areas of potential failure as a result of anticipated deterioration, past construction, or maintenance practice.
- 30% +/- 10%
- Documents bridge inspections; photographs bridge inspections; records all ratings and other findings; completes various bridge inspection forms and reports; prepares various data lists to be used in the bridge management/inspection section; documents observations of all technical work in bridge and road construction; provides reports of daily work done on a project and provides necessary profit documentation as directed; maintains files and computer entries for information and drawings pertinent to bridge inspection; uses AutoCAD to draw sketches for recommended bridge reports.
- 20% +/- 10%
- Recommends bridge repairs; provides an information base for immediate action to limit use/close any structure which is revealed by inspection to be hazardous; recommends repairs for each inspected structure and enters data in computer; prepares and details the construction plans necessary for the repair work to be done; documents maintenance recommendations by entering files and pictures into the Enterprise Resource Planning system.

Minimum Training and Experience Required to Perform Essential Job Functions

- A high school diploma or equivalent and three (3) years of experience in bridge inspection; or an equivalent combination of education, training, and experience.

Senior Bridge Inspector

- Completion of the FHWA (Federal Highway Administration) – NHI (National Highway Institute) - 13005 - Safety Inspection of In Service Bridges Certificate/Training is required.

Additional Requirements

- No special license or certification is required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including computers and peripheral equipment.
- Ability to operate an inspection van, snoopers, man-lift, tracker, motor boat, bucket truck, brick boat, bridge tracker, hammer, calipers, dye penetrant, and various other structural inspection tools.
- Ability to stand, walk, balance, climb, crawl, crouch, bend, and twist.

Supervisory Responsibilities

- No supervisory responsibilities.

Mathematical Ability

- Ability to perform mathematical operations involving algebra and geometry including volume, weights, yield, and load testing.

Technology Requirements

- Ability to operate a variety of software and databases including Microsoft Outlook, Excel, Word, and Access and design and drafting software.

Language Ability & Interpersonal Communication

- Ability to perform mid-level data analysis including the ability to audit, deduce, assess, conclude and appraise. Requires discretion in determining and referencing such to established criteria to define consequences and develop alternatives.
- Ability to comprehend reports, forms, inventory sheets, drawings, sketches, and work orders.
- Ability to comprehend a variety of reference books and manuals including State and Federal bridge inspection requirements, specifications, drawings, manuals, tables, codes and standards.
- Ability to prepare reports, sketches, drawings, permits, memos, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to use and interpret engineering terminology and language.
- Ability to communicate with contractors, engineers, other agencies, and departmental employees and administrators.

Senior Bridge Inspector

Environmental Adaptability

- Work is typically performed both in an office environment and in the field.
- Work may involve exposure to temperature/weather extremes, smoke, dust, pollen, wetness, humidity, machinery, vibrations, traffic hazards, confined spaces, and heights.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CURRENT CLASSIFICATION				
Class Number	Classification Title	Department	FLSA Status	Pay Grade
18002	Senior Supervisor, Sewer Maintenance	Public Works	Exempt	12A
PROPOSED REVISED CLASSIFICATION				
Class Number	Classification Title	Department	FLSA Status	Pay Grade
18002	Senior Supervisor, Sewer Maintenance	Public Works	Exempt	13A

Requested By:	Personnel Review Commission
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Rationale:	PRC routine maintenance. Classification last revised in 2013. Language was updated to better reflect duties performed on the job. Pay grade raised from 12A to 13A due to increased equipment work requirement.
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No. of Employees Affected:	Two (2)
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Dept.(s) Affected:	Public Works
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Fiscal Impact:	PG 12A: \$57,491.20 – \$80,496.00 PG 13A: \$60,528.00 – \$84,718.40 Step Placement TBD by Human Resources
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Staffing Implications:	None
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PRC Contact(s):	David Mizuta, Classification and Compensation Specialist Albert Bouchahine, Manager of Classification and Compensation
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Human Resources and Management Contact(s):	<u>Date of Contact:</u>	<u>Type of Contact:</u>	<u>Reason:</u>
Bryan Hitch, Superintendent, Sewer Maintenance	6/19/2020	Email	Sent draft of Specification
	7/6/2020	Email	Ask Questions about Edits
	7/22/2020	Email	Reminder
	7/31/2020	Email	Reminder
Yolanda Guzman, HR Manager	8/6/2020	Email	Ask for assistance to reach SME
Jim Battigaglia, Archer Consultant	8/14/2020	Email	Pay grade evaluation

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Senior Supervisor, Sewer Maintenance	Class Number:	18002
FLSA:	Exempt	Pay Grade:	13A
Departments:	Public Works		

Classification Function

The purpose of this position is to supervise the Supervisor, Sewer Maintenance employees and sewer maintenance activities.

Distinguishing Characteristics

This is a second-line supervisor classification, working under direction of a superintendent within the Sewer Maintenance Section of the Public Works Department. The employee works within a broad framework of policies, procedures and regulations. The incumbent ensures that activities are performed in a timely manner and according policies, procedures and related regulations. This class is distinguished from the Supervisor, Sewer Maintenance by its increased responsibility and that the latter is a first line supervisor.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 60% +/- 10%
- Supervises and directs the work of Supervisor, Sewer Maintenance workers and other assigned staff; directs staff to ensure work completion and maintenance of standards; plans, assigns, and reviews work; coordinates and/or provides training and instruction; evaluates employee performance; responds to employee questions, concerns, and problems; approves employee timesheets and leave requests; prepares and reviews documents related to timesheets, requests for leave, and overtime; develops and monitors unit work plans and work performance standards; monitors and provides for training needs; meets with employees individually and as a unit; recommends personnel actions including selection, promotion, transfer, discipline, or discharge.
- 30% +/- 10%
- Assists the Superintendent, Sewer Maintenance with planning and coordinating of sewer maintenance functions; assigns work orders to supervisors through the Enterprise Asset Management (EAM) module; checks inventories using the EAM module; reviews supervisor reports using the EAM module; recommends maintenance programs and initiatives for sanitary and storm system maintenance; establishes goals and plans to achieve goals; assists with capital planning.
- 10% +/- 5%
- Performs supporting administrative functions; attends various meetings and trainings; conducts meetings; answers questions and responds to requests for information.

Minimum Training and Experience Required to Perform Essential Job Functions

- High school diploma or equivalent supplemented with vocational or technical training in plumbing, maintenance and/or sanitation with five (5) years of sewer maintenance experience; or any equivalent combination of training and experience.
- Valid Ohio driver license, proof of automobile insurance

Additional Requirements

- An Ohio EPA Wastewater Collections Class I Certification may be required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including computer and multi-function printer.
- Ability to perform on-site inspections, drive a truck, use hand tools, metal detector, flow meters and digital cameras.

Technology Requirements

- Ability to operate a variety of software and databases including the Microsoft Office Suite, GIS Software, EAM module of the County's ERP system, and GraniteXP (pipeline inspection software).

Supervisory Responsibilities

- Ability to assign, review, plan, and coordinate the work of other employees and to maintain standards.
- Ability to provide instruction and training to other employees.
- Ability to solve and act on employee problems.
- Ability to recommend the transfer, selection, evaluation, or promotion of employees.
- Ability to recommend and act on the discipline or discharge of employees.

Mathematical Ability

- Ability to add, subtract, multiply, divide, calculate decimals and percentages, perform routine statistics, and apply algebraic and geometric equations.

Language Ability & Interpersonal Communication

- Requires the ability to perform mid to high level data analysis requiring managing of data and people deciding the time, sequence of operations or events within the context of a process, system or organization. Involves determining the necessity for revising goals, objectives, policies, procedures or functions based on the analysis of data/information and includes performance reviews pertinent to objectives, functions, and requirements.
- Ability to comprehend a variety of informational documents including reports such as time sheets, attendance records, maintenance work orders, smoke test reports, dye test reports, invoices, daily logs, maps, blue prints, correspondence, and other reports and records.
- Ability to comprehend a variety of reference books and manuals including safety manuals, equipment operation manuals, materials texts, and personnel policy manuals.

Senior Supervisor, Sewer Maintenance

- Ability to prepare reports such as payroll documents, service requests, flow meter reports, dye and smoke meter test reports, GPS and map reports, disciplinary forms, vehicle maintenance reports, performance evaluations, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to supervise and counsel employees, to convince and influence others, to record and deliver information, to explain procedures, to follow instructions.
- Ability to use and interpret engineering, and mechanical, terminology and language.
- Ability to communicate with Assistant Director, Sewer Maintenance Administrator Manager, employees, residents, mechanics, engineers, and the general public.

Environmental Adaptability

- Work is typically performed in an office environment, at a wastewater treatment facility, or in the field.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CURRENT CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
18001	Supervisor, Sewer Maintenance	Public Works	Exempt	11A

PROPOSED REVISED CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
18001	Supervisor, Sewer Maintenance	Public Works	Exempt	11A

Requested By:	Personnel Review Commission
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Rationale:	PRC routine maintenance. Classification last revised in 2013. Language was updated to better reflect tasks performed on the job. No change to minimum qualifications or pay grade.
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No. of Employees Affected:	None
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Dept.(s) Affected:	All Departments
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Fiscal Impact:	None
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Staffing Implications:	None
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PRC Contact(s):	David Mizuta, Classification and Compensation Specialist Albert Bouchahine, Manager of Classification and Compensation
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Human Resources and Management Contact(s):	<u>Date of Contact:</u>	<u>Type of Contact:</u>	<u>Reason:</u>
Bryan Hitch, Superintendent, Sewer Maintenance	6/19/2020	Email	Sent draft of Specification
	7/6/2020	Email	Ask Questions about Edits
	7/22/2020	Email	Reminder
	7/31/2020	Email	Reminder
Yolanda Guzman, HR Manager	8/6/2020	Email	Ask for assistance to reach SME
Jim Battigaglia, Archer Consultant	8/14/2020	Email	Pay grade evaluation

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	Supervisor, Sewer Maintenance	Class Number:	18001
FLSA: Exempt	Exempt	Pay Grade:	11A
Dept:	Public Works		

Classification Function

The purpose of this position is to supervise a crew of employees assigned to sewer maintenance activities, inspect work in progress, and review completed work assignments.

Distinguishing Characteristics

This is a first-line supervisor classification with responsibility for overseeing projects under a framework of defined policies, procedures, regulations, and guidelines. The incumbents exercise discretion in applying procedures and regulations to resolve project issues. The employees in this classification assist in ensuring that projects are completed on time and with adherence to requirements. The employees in this class work under direction of the Senior Supervisor, Sewer Maintenance.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 40% +/- 10%
- Supervises and directs the work of a crew of sewer maintenance employees and other assigned staff; directs staff to ensure work completion and maintenance of standards; reviews work; coordinates and/or provides training and instruction; evaluates employee performance; responds to employee questions, concerns, and problems; approves employee timesheets and leave requests; prepares and reviews documents related to timesheets, requests for leave, and overtime; develops and monitors unit work plans and work performance standards; monitors and provides for training needs; meets with employees individually and as a unit; recommends personnel actions including selection, promotion, transfer, discipline, or discharge.
- 35% +/- 10%
- Utilizes the Enterprise Asset Management (EAM) module within the County's Enterprise Resource Planning (ERP) system to open and close work orders, generate reports, create work plans, and track and order supplies; receives work orders from the EAM module used to coordinate employee work; reviews and evaluates various reports and plans to explain daily assignments to crew; prepares various activity and project update reports; assigns vehicles; reviews billing and payroll paperwork; ensures appropriate equipment is available.
- 15% +/- 5%
- Assists with planning and coordinating of sewer maintenance department initiatives; recommends maintenance programs and initiatives for sanitary and storm system maintenance; assists with establishing goals and plans to achieve goals; assists with capital planning.
- 10% +/- 5%
- Performs supporting administrative functions; conducts meetings; attends presentations; communicates with municipalities and the public about sewer system repairs.

Supervisor, Sewer Maintenance

Minimum Training and Experience Required to Perform Essential Job Functions

- High school diploma or equivalent; with three (3) years of sewer maintenance experience; or any equivalent combination of training and experience.
- Valid driver's license and proof of automobile insurance.

Additional Requirements

- Must obtain and maintain Ohio EPA Wastewater Collections Class I certification within 12 months of hire date.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions

Physical Requirements

- Ability to operate a variety of automated office machines including computer and multi-function printer.
- Ability to perform on-site inspections, drive a truck, use hand tools, metal detector, flow meters, and digital cameras.

Technology Requirements

- Ability to operate a variety of software and databases including the Microsoft Office Suite, GIS Software, EAM module of the County's ERP system, and GraniteXP (pipeline inspection software).

Supervisory Responsibilities

- Ability to assign, review, plan, and coordinate the work of other employees and to maintain standards.
- Ability to provide instruction and training to other employees.
- Ability to solve and act on employee problems.
- Ability to recommend the transfer, selection, evaluation, or promotion of employees.
- Ability to recommend and act on the discipline or discharge of employees.

Mathematical Ability

- Ability to add, subtract, multiply, divide, calculate decimals and percentages, and apply algebraic and geometric equations.

Language Ability & Interpersonal Communication

- Requires the ability to perform mid to high level data analysis requiring managing of data and people deciding the time, sequence of operations or events within the context of a process, system or organization. Involves determining the necessity for revising goals, objectives, policies, procedures or functions based on the analysis of data/information and includes performance reviews pertinent to objectives, functions, and requirements.

Supervisor, Sewer Maintenance

- Ability to comprehend a variety of informational documents including reports such as time sheets, attendance records, maintenance work orders, smoke test reports, dye test reports, invoices, daily logs, maps, blue prints, correspondence, and other reports and records.
- Ability to comprehend a variety of reference books and manuals including safety manuals, equipment operation manuals, materials texts, and personnel policy manuals.
- Ability to prepare reports such as daily activity reports, daily maintenance reports, flow meter reports, dye and smoke meter test reports, map reports, payroll documents, service requests, disciplinary forms, vehicle reports, performance evaluations, and other job related documents using prescribed format and conforming to all rules of punctuation, grammar, diction, and style.
- Ability to supervise and counsel employees, to convince and influence others, to record and deliver information, to explain procedures, and to follow instructions.
- Ability to use and interpret engineering, and mechanical terminology and language.
- Ability to communicate with manager, employees, mechanics, engineers, residents, other County employees, employees of cities and municipalities, and the general public.

Environmental Adaptability

- Work is typically performed in an office environment, at a wastewater treatment facility, or in the field.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

CURRENT CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
16301	User Experience Designer	Information Technology	Exempt	12B

PROPOSED REVISED CLASSIFICATION

Class Number	Classification Title	Department	FLSA Status	Pay Grade
16301	User Experience Designer	Information Technology	Exempt	12B

Requested By:	Information Technology
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Rationale:	Revisions made at request of the department. Changes were made to the essential job functions to capture the additional work performed by the position. No change to pay grade or FLSA status.
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No. of Employees Affected:	0 (none)
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Dept.(s) Affected:	Information Technology
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Fiscal Impact:	None
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Staffing Implications:	None
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PRC Contact(s):	Verona Blonde, Classification and Compensation Specialist Albert Bouchahine, Manager of Classification and Compensation
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Human Resources and Management Contact(s):	<u>Date of Contact:</u>	<u>Type of Contact:</u>	<u>Reason:</u>
Andy Molls, Deputy Chief Technology Officer	8/3/2020	Email	Request for Revision and Clarification
	8/6/2020	Email	Update
Kelli Neale, HR	8/6/2020	Email	Copied on Communications
Jim Battigaglia, Archer Consultant	8/6/2020	Email	Request for Pay Grade Evaluation

CUYAHOGA COUNTY CLASSIFICATION SPECIFICATION

Class Title:	User Experience Designer	Class Number:	16301
FLSA:	Exempt	Pay Grade:	12B
Dept:	Information Technology		

Classification Function

The purpose of this classification is to promote user experience design best practices through researching, conceptualizing, designing, and developing applications and web pages to be more user friendly.

Distinguishing Characteristics

This is an advanced journey level classification, working under direction of the Web and Applications Administrator. The employee in this class is expected to be fully aware of the operating policies and procedures of the work unit and to perform the full range of duties assigned. Positions at this level receive only occasional instruction or assistance as new or unusual situations arise and work independently, exercising judgment and initiative.

Essential Job Functions

The following duties are normal for this classification. These are not to be construed as exclusive or all-inclusive. Other duties may be required and assigned.

- 20% +/- 10%
- Designs and implements voice of customer (VOC) programs; designs and conducts user-centered design research; clarifies and defines research goals; collects and analyzes VOC data to drive improvements, reduce risk, and improve usability; identifies interdependencies across people, processes, and technology that impact design of the customer experience; translates research findings into actionable recommendations; prepares, documents, and presents findings and recommendations to management and stakeholders.
- 20% +/- 10%
- Creates, wireframes, mock-ups, and prototypes for design and development to demonstrate website form and functionality and create seamless, usable, convenient, and enjoyable user experiences; provides guidance to design and development staff to ensure designs are properly coded, meet established technical protocols and standards, are compliant with Web Content Accessibility Guidelines (WCAG), and align with business, stakeholder, and end user priorities.
- 20% +/- 10%
- Tracks, prioritizes, and manages website analytics including advanced code requirements, configurations, settings, custom metrics, and dimensions; creates reports using Google Analytics and other data sources; serves as contact for analytics and tracking requests.
- 20% +/- 10%
- Analyzes, designs, and leads usability tests to ensure applications are working correctly and to determine opportunities to improve usability; identifies and documents deficiencies and finds solutions; ensures requirements, specifications, and standards have been met; documents test plans, procedures, and results; coordinates quality assistance (QA) resources internally and externally; meets with clients and stakeholders to gather requirements; acts as key QA point of contact for new releases.

User Experience Designer

20% +/- 10%

- Performs related administrative duties; responds to emails and phone calls; attends various trainings and meetings; researches and stays up to date on new and emerging technologies, user experience design patterns, trends and methodologies, software development, and infrastructure concepts; assists with creation of training material for clients and application end users.

Minimum Training and Experience Required to Perform Essential Job Functions

- Bachelor's degree in information technology, visual communications, marketing, business administration, or related field with seven (7) years of web design, front end development, user design/experience management, or related experience; or any equivalent combination of training and experience.

Additional Requirements

- No special license or certification is required.

Minimum Physical and Mental Abilities Required to Perform Essential Job Functions Physical Requirements

- Ability to operate a variety of automated office machines including personal computer and copier.
- Ability to utilize a variety of website development and maintenance software.

Mathematical Ability

- Ability to add, subtract, multiply, divide, calculate decimals and percentages, and perform routine statistics.

Language Ability & Interpersonal Communication

- Requires the ability to perform mid to high level data analysis requiring managing of data and people deciding the time, sequence of operations or events within the context of a process, system, or organization. Involves determining the necessity for revising goals, objectives, policies, procedures, or functions based on the analysis of data/information and includes performance reviews pertinent to such objectives, functions, and requirements.
- Ability to comprehend a variety of informational documents including web analytics, customer surveys, functional specifications, WCAG and Americans with Disabilities Act (ADA) compliance reports, training guides, and other reports and records.
- Ability to comprehend a variety of reference books and manuals including Personnel Policies and Procedures Manual, computer software manuals, user experience/user interface design best practices, and Web Content Accessibility Guidelines.
- Ability to prepare user stories, wireframes, mock-ups, test plans, web analytics and reports, user interface design standards and guidelines, system documentation, training documents, department reports, functional specifications, memos, correspondence, and other job-related documents using prescribed format and conforming to all rules of punctuation, grammar, diction and style.
- Ability to advise administrators, to convince and influence others, to record and deliver information, to explain procedures, and to follow instructions.
- Ability to use and interpret marketing terminology and language.

Effective Date: 04.25.2018

Last Modified: 03.18.2019

User Experience Designer

- Ability to communicate effectively with directors, managers, supervisors, other County employees, subject matter experts, consultants, vendors, and end users.

Environmental Adaptability

- Work is typically performed in an office environment.

Cuyahoga County is an Equal Opportunity Employer. In compliance with the Americans with Disabilities Act, the County will provide reasonable accommodations to qualified individuals with disabilities and encourages both prospective employees and incumbents to discuss potential accommodations with the employer.

Posted on 9/9/2020

<u>Job Title</u>	<u>Classification Number</u>	<u>Current Pay Grade & FLSA</u>	<u>RECOMMENDED PAY GRADE & FLSA</u>	<u>Department</u>	<u>Rationale</u>
<u>REVISED</u>					
Bridge Inspector	18031	4A/Non-Exempt	5A/Non-Exempt	Public Works	PRC routine maintenance. Classification last revised in 2012. The essential job functions, language, physical requirements, environmental exposure, and formatting were updated. No change to FLSA status. Pay grade increased from a 4A to 5A due to updated equipment usage.
Permit Coordinator	10211	6A/Non-Exempt	6A/Non-Exempt (No Change)	Public Works	PRC routine maintenance. Classification last revised in 2015. The essential job functions, language, minimum qualifications, and formatting were updated. No change to Pay Grade or FLSA status.
Senior Bridge Inspector	18032	8A/Non-Exempt	8A/Non-Exempt (No Change)	Public Works	PRC routine maintenance. Classification last revised in 2012. The essential job functions, language, minimum qualifications, physical requirements, environmental exposure, and formatting were updated. No change to pay grade or FLSA status.
Senior Supervisor, Sewer Maintenance	18002	12A/Exempt	13A/Exempt	Public Works	PRC routine maintenance. Classification last revised in 2013. Language was updated to better reflect duties performed on the job. Pay grade raised from 12A to 13A due to increased equipment work requirement.
Supervisor, Sewer Maintenance	18001	11A/Exempt	11A/Exempt (No Change)	Public Works	PRC routine maintenance. Classification last revised in 2013. Language was updated to better reflect tasks performed on the job. No change to minimum qualifications or pay grade.
User Experience Designer	16301	12B/Exempt	12B/Exempt (No Change)	Information Technology	Revisions made at request of the department. Changes were made to the essential job functions to capture the additional work performed by the position. No change to pay grade or FLSA status.

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0170

<p>Sponsored by: Councilmember Simon on behalf of Cuyahoga County Planning Commission</p> <p>Co-sponsored by: Councilmember Stephens</p>	<p>A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in the Big Creek-Stickney Creek Greenway in the Cities of Brooklyn and Parma, and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, Cuyahoga County has received a request from West Creek Conservancy for a Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for the conservation of ecologically significant areas in the Big Creek-Stickney Creek Greenway in the Cities of Brooklyn and Parma, pursuant to Ohio Revised Code Section 164.23; and

WHEREAS, West Creek Conservancy seeks to conserve, restore and connect ecological assets in the Lower Big Creek Greenway. This proposed project will permanently protect approximately 15 acres in the watershed, linking conservation properties along the Big Creek mainstream as well as Stickney Creek Tributary; and

WHEREAS, the project is known as “Big Creek-Stickney Creek Greenway” and is located in County Council District Nos. 3 and 4; and

WHEREAS, the total estimated project cost is \$850,000.00, of which \$450,000.00 is estimated for the Clean Ohio application; 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 Resources Assistance Councils for the purpose of preserving open spaces, sensitive ecological areas, and stream corridors; and

WHEREAS, the applications for the fifteenth-round funding under the Clean Ohio Fund Green Space Conservation Program are due on October 30, 2020 to the Cuyahoga County Natural Resources 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 for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in Big Creek-Stickney Creek Greenway, pursuant to Ohio Revised Code Section 164.23 and known as “Big Creek-Stickney Creek Greenway” Project.

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

SECTION 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

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Education, Environment & Sustainability

Legislation Amended in Committee: September 23, 2020

Additional Sponsorship Requested: September 23, 2020

Committee Report/Second Reading: September 29, 2020

Journal _____
_____, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0171

<p>Sponsored by: Councilmember Simon on behalf of Cuyahoga County Planning Commission</p> <p>Co-sponsored by: Councilmembers Jones and Stephens</p>	<p>A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of Natural Areas Land Conservancy for conservation of ecologically significant areas in Garden of Eleven Angels in the City of Cleveland, and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, Cuyahoga County has received a request from Natural Areas Land Conservancy for a Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of Natural Areas Land Conservancy for the conservation of ecologically significant areas in Garden of Eleven Angels in the City of Cleveland; pursuant to Ohio Revised Code Section 164.23; and

WHEREAS, Natural Areas Land Conservancy seeks to acquire and encumbrance with Clean Ohio deed restrictions of 8 parcels with a total area of approximately 0.8 acres in the Mount Pleasant neighborhood of the City of Cleveland. Clean Ohio funding will also support improvement to the property including native planting and passive park elements that will transform these vacant residential parcels into a memorial garden to honor the memory of the eleven women brutally murdered at the site. The Garden of Eleven Angels project will bring much needed closure to the families of the victims while also providing the historically disinvested neighborhood with a clean, safe and aesthetically pleasing urban greenspace at which to gather, reflect, and enjoy nature. Natural Areas Land Conservancy will acquire the parcels through Clean Ohio funds and oversee the improvements, and will then transfer the completed park to Burten, Bell, Carr Development, Inc. (a Community Development Corporation) for long term ownership and maintenance; and

WHEREAS, the project is known as “Garden of Eleven Angels” and is located in County Council District No. 9; and

WHEREAS, the total estimated project cost is \$275,000.00, of which \$100,000.00 is estimated for the Clean Ohio application; 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 Resources Assistance Councils for the purpose of preserving open spaces, sensitive ecological areas, and stream corridors; and

WHEREAS, the applications for the fifteenth-round funding under the Clean Ohio Fund Green Space Conservation Program are due on October 30, 2020 to the Cuyahoga County Natural Resources 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 for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of Natural Areas Land Conservancy for the conservation of ecologically significant areas in Garden of Eleven Angels, pursuant to Ohio Revised Code Section 164.23 and known as “Garden of Eleven Angels” Project.

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

SECTION 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

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Education, Environment & Sustainability

Additional Sponsorship Requested: September 23, 2020

Committee Report/Second Reading: September 29, 2020

Journal _____
_____, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0173

<p>Sponsored by: Councilmember Simon on behalf of Cuyahoga County Planning Commission</p> <p>Co-sponsored: Councilmember Stephens</p>	<p>A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in West Creek Greenway Expansion in the City of Parma, and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, Cuyahoga County has received a request from West Creek Conservancy for a Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in West Creek Greenway Expansion in the City of Parma, pursuant to Ohio Revised Code Section 164.23; and

WHEREAS, West Creek Conservancy seeks to acquire an additional 35 acres to expand the West Creek Greenway Trail System, a dynamic inter-community System of conservation and recreation, protecting the ecologic integrity and functionality of the watershed, while also providing residential linkages to natural spaces, a partnership with Cleveland Metroparks and the City of Parma; and

WHEREAS, the project is known as “West Creek Greenway Expansion” and is located in County Council District No. 4; and

WHEREAS, the total estimated project cost is \$350,000.00, of which \$250,000.00 is estimated for the Clean Ohio application; 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 Resources Assistance Councils for the purpose of preserving open spaces, sensitive ecological areas, and stream corridors; and

WHEREAS, the applications for the fifteenth-round funding under the Clean Ohio Fund Green Space Conservation Program are due on October 30, 2020 to the Cuyahoga County Natural Resources 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 for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in West Creek Greenway Expansion, pursuant to Ohio Revised Code Section 164.23 and known as “West Creek Greenway Expansion” Project.

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

SECTION 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

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Education, Environment & Sustainability

Additional Sponsorship Requested: September 23, 2020

Committee Report/Second Reading: September 29, 2020

Journal _____
_____, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0210

Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management	A Resolution amending the 2020/2021 Biennial Operating Budget for 2020 by providing for additional fiscal appropriations from the General Fund and other funding sources, for appropriation transfers between budget accounts and for cash transfers between budgetary funds, to meet the budgetary needs of various County departments, offices and agencies; amending Resolution No. R2020-0174 dated 9/15/2020 to reconcile appropriations for 2020; and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, on December 10, 2019, the Cuyahoga County Council adopted the Biennial Operating Budget and Capital Improvements Program for 2020/2021 (Resolution No. R2019-0224) establishing the 2020/2021 biennial budget for all County departments, offices and agencies; and

WHEREAS, it is necessary to adjust the Biennial Operating Budget for 2020 to reflect budgetary funding increases, funding reductions, to transfer budget appropriations and to transfer cash between budgetary funds, 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 2020/2021 Biennial Operating Budget for 2020 be amended to provide for the following additional appropriation increases and decreases:

<u>Fund Nos./Budget Accounts</u>	<u>Journal Nos.</u>
A. Community Development	JE328
DV220185 – Covid-19 Cares Act CDBG	
Other Expenses	\$ 2,735,278.00

The Department of Development is requesting an appropriation increase of \$2,735,278.00 in the Zone of Community Development. This is to support the 3rd round of new FY2020 CARES Act Award for CDBG. Funding is provided by the US Department of Housing and Urban Development with no prior grant history.

SECTION 2. That the 2020/2021 Biennial Operating Budget for 2020 be amended to provide for the following appropriation transfers:

<u>Fund Nos./Budget Accounts</u>	<u>Journal Nos.</u>
A. FROM: Other Legislative and Exec.	JE329
FS290100 – Tax Prepayment Special Int.	
Other Expenses	\$ 25,500.00
TO: Other Legislative and Exec.	
FS290100 – Tax Prepayment Special Int.	
Personal Services	\$ 25,500.00

The Office of Budget and Management, on the behalf of The Department of Treasury, Tax Prepay Special Interest, is requesting an appropriation transfer to cover the remaining year personnel costs, in particular, fringes. Funding for this department comes from periodic interest payment from taxes and has a current cash balance of \$116,511.00.

B. FROM: Human Services	JE327
HS260215 – VEB Bldg NFSC	
Other Expenses	\$ 61,000.00
TO: Human Services	
HS260220 – West Shore NFSC	
Other Expenses	\$ 61,000.00

The Department of Job and Family Services is requesting an appropriation transfer in the amount of \$61,000. Appropriations are being moved from Virgil E Brown, Misc Expense, due to a surplus based on projections, to Westshore, Lease/Rental Fees to cover unexpected expenditures for Covid Cleaning and a Contingency Fund Fee, resulting from a lease amendment. The funding source is Public Assistance Funds, 92% and Health and Human Service Levy Funds 8%.

SECTION 3. That items approved in Resolution No. R2020-0174 dated September 15, 2020 be amended as follows to reconcile appropriations for the year 2020 in the County’s financial system:

Resolution No. R2020-0174 dated 9/15/2020:

Original Items to be Amended – Section 1

<u>Fund Nos./Budget Accounts</u>	<u>Journal Nos.</u>
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I.	Capital Projects		JE302
	PW600100 – Capital Projects		
	Personal Services	\$	3,608.90
	Other Expenses	\$	1,243.27

The Department of Public Works requests an appropriation increase in the Courthouse Square Cooling Tower Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$200,000. The total expended on this project is \$145,170. This project is on the 2016 CIP and is funded by the General Fund Capital Improvement Subsidy.

J.	Capital Projects		JE303
	PW600100 – Capital Projects		
	Personal Services	\$	4,886.92
	Other Expenses	\$	1,683.54

The Department of Public Works requests an appropriation increase in the Virgil E Brown Roof Replacement Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$3,818,323.34. The total expended on this project is \$3,246,100.25. This project is on the 2017 CIP and is funded by the General Fund Capital Improvement Subsidy.

K.	Capital Projects		JE304
	PW600100 – Capital Projects		
	Personal Services	\$	54,140.36
	Other Expenses	\$	23,290.71

The Department of Public Works requests an appropriation increase in the Police Headquarter Project at the Justice Center. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$6,200,000. The total expended on this project is \$5,402,215. This project is on the 2017 CIP and is funded by the General Fund Capital Improvement Subsidy.

L.	Capital Projects		JE305
	PW600100 – Capital Projects		
	Personal Services	\$	11,290.81
	Other Expenses	\$	4,915.96

The Department of Public Works requests an appropriation increase in the Halle Building 4th Floor Sprinkler System Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$275,000. The total expended on this project is \$82,094. This project is on the 2017 CIP and is funded by the General Fund Capital Improvement Subsidy.

M.	Capital Projects		JE306
	PW600100 – Capital Projects		
	Personal Services	\$	1,460.75
	Other Expenses	\$	503.23

The Department of Public Works requests an appropriation increase in the Harvard Garage Buildout Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$19,675,000. The total expended on this project is \$17,776,054. This project is on the 2018 CIP and is funded by the General Fund Capital Improvement Subsidy.

N. Capital Projects		JE307
PW600100 – Capital Projects		
Personal Services	\$	19,606.16
Other Expenses	\$	8,421.98

The Department of Public Works requests an appropriation increase in the Justice Center Jail Regionalization Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$3,100,000. The total expended on this project is \$2,767,761. This project is on the 2018 CIP and is funded by the General Fund Capital Improvement Subsidy.

O. Capital Projects		JE308
PW600100 – Capital Projects		
Personal Services	\$	7,919.04
Other Expenses	\$	3,252.77

The Department of Public Works requests an appropriation increase in the Virgil E Brown Air Intake Project. This increase will cover the County Trade Personnel costs being placed in the capital project for pay 7/13/2020 expenses. The estimated cost of the total project is \$214,500. The total expended on this project is \$17,920. This project is on the 2018 CIP and is funded by the General Fund Capital Improvement Subsidy.

P. Capital Projects		JE309
PW600100 – Capital Projects		
Personal Services	\$	76,168.99
Other Expenses	\$	32,418.54

The Department of Public Works requests an appropriation increase in the Justice Center Building Facade Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1-13, 2020. The estimated cost of the total project is \$1,000,000. The total expended on this project is \$185,010. This project is on the 2019 CIP and is funded by the General Fund Capital Improvement Subsidy.

Q. Capital Projects		JE310
PW600100 – Capital Projects		
Personal Services	\$	193.38
Other Expenses	\$	66.62

The Department of Public Works requests an appropriation increase in the Justice Center Medium Voltage Project. This increase will cover the County Trade Personnel costs being placed in the capital project for pay 20 and 21 of 2019. There were 2019 4th quarter expenses already approved on the July 21st, 2020 agenda (R2020-0148) but pay 20 and 21 were omitted from those transfers, therefore being requested on this agenda. The estimated cost of the total project is \$93,370.00. The total expended on this project is \$14,717.90. This project is on the 2019 CIP and is funded by the General Fund Capital Improvement Subsidy.

R. Capital Projects		JE312
PW600100 – Capital Projects		
Personal Services	\$	2,000.00
Other Expenses	\$	50,000.00

The Department of Public Works requests an appropriation increase for the Jail 2 Dishwasher Replacement Project. Kitchen washing equipment within the Jail is under extremely heavy use conditions each day and multiple pieces of original equipment have failed or are failing despite constant repair and maintenance. This project was designed to replace failed or failing equipment and re-orient the washing flow based on usage input from the Jail management team. Jail 2 kitchen is in need of a new dishwasher and the kitchen needs to be modified to allow this dishwasher to be installed. The total cost of the project is \$900,000 but only \$52,000.00 is needed at this time. This project is listed on 2020 CIP and will be funded by the General Fund Capital Improvement Subsidy.

S. Capital Projects		JE313
PW600100 – Capital Projects		
Personal Services	\$	2,000.00
Other Expenses	\$	25,000.00

The Department of Public Works requests an appropriation increase for the Animal Shelter Chiller Replacement Project. The chiller at the Animal Shelter needs to be replaced. This project consists of replacing one existing air handling unit and one condensing unit. The total cost of the project is estimated at \$490,000, but only \$27,000.00 is needed at this time. This project is listed on 2020 CIP and will be funded by the General Fund Capital Improvement Subsidy.

Corrected Items – Section 1

<u>Fund Nos./Budget Accounts</u>	<u>Journal Nos.</u>
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I. Capital Projects		JE302
PW600100 – Capital Projects		
Personal Services	\$	4,852.17

The Department of Public Works requests an appropriation increase in the Courthouse Square Cooling Tower Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$200,000. The total expended on this project is \$145,170. This project is on the 2016 CIP and is funded by the General Fund Capital Improvement Subsidy.

J. Capital Projects		JE303
PW600100 – Capital Projects		
Personal Services	\$	6,570.46

The Department of Public Works requests an appropriation increase in the Virgil E Brown Roof Replacement Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$3,818,323.34. The total expended on this project is \$3,246,100.25. This project is on the 2017 CIP and is funded by the General Fund Capital Improvement Subsidy.

K. Capital Projects		JE304
PW600100 – Capital Projects		
Personal Services	\$	77,431.07

The Department of Public Works requests an appropriation increase in the Police Headquarter Project at the Justice Center. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$6,200,000. The total expended on this project is \$5,402,215. This project is on the 2017 CIP and is funded by the General Fund Capital Improvement Subsidy.

L. Capital Projects		JE305
PW600100 – Capital Projects		
Personal Services	\$	16,206.77

The Department of Public Works requests an appropriation increase in the Halle Building 4th Floor Sprinkler System Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$275,000. The total expended on this project is \$82,094. This project is on the 2017 CIP and is funded by the General Fund Capital Improvement Subsidy.

M. Capital Projects		JE306
PW600100 – Capital Projects		
Personal Services	\$	1,963.98

The Department of Public Works requests an appropriation increase in the Harvard Garage Buildout Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$19,675,000. The total expended on this project is \$17,776,054. This project is on the 2018 CIP and is funded by the General Fund Capital Improvement Subsidy.

N. Capital Projects		JE307
PW600100 – Capital Projects		
Personal Services	\$	28,028.14

The Department of Public Works requests an appropriation increase in the Justice Center Jail Regionalization Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1/13/2020. The estimated cost of the total project is \$3,100,000. The total expended on this project is \$2,767,761. This project is on the 2018 CIP and is funded by the General Fund Capital Improvement Subsidy.

O. Capital Projects		JE308
PW600100 – Capital Projects		
Personal Services	\$	11,171.81

The Department of Public Works requests an appropriation increase in the Virgil E Brown Air Intake Project. This increase will cover the County Trade Personnel costs being placed in the capital project for pay 7/13/2020 expenses. The estimated cost of the total project is \$214,500.

The total expended on this project is \$17,920. This project is on the 2018 CIP and is funded by the General Fund Capital Improvement Subsidy.

P. Capital Projects		JE309
PW600100 – Capital Projects		
Personal Services	\$	108,587.53

The Department of Public Works requests an appropriation increase in the Justice Center Building Facade Project. This increase will cover the County Trade Personnel costs being placed in the capital project for 4th quarter 2019 expenses as well as pay 1-13, 2020. The estimated cost of the total project is \$1,000,000. The total expended on this project is \$185,010. This project is on the 2019 CIP and is funded by the General Fund Capital Improvement Subsidy.

Q. Capital Projects		JE310
PW600100 – Capital Projects		
Personal Services	\$	260.00

The Department of Public Works requests an appropriation increase in the Justice Center Medium Voltage Project. This increase will cover the County Trade Personnel costs being placed in the capital project for pay 20 and 21 of 2019. There were 2019 4th quarter expenses already approved on the July 21st, 2020 agenda (R2020-0148) but pay 20 and 21 were omitted from those transfers, therefore being requested on this agenda. The estimated cost of the total project is \$93,370.00. The total expended on this project is \$14,717.90. This project is on the 2019 CIP and is funded by the General Fund Capital Improvement Subsidy.

R. Capital Projects		JE312
PW600100 – Capital Projects		
Personal Services	\$	2,000.00
Capital Outlays	\$	50,000.00

The Department of Public Works requests an appropriation increase for the Jail 2 Dishwasher Replacement Project. Kitchen washing equipment within the Jail is under extremely heavy use conditions each day and multiple pieces of original equipment have failed or are failing despite constant repair and maintenance. This project was designed to replace failed or failing equipment and re-orient the washing flow based on usage input from the Jail management team. Jail 2 kitchen is in need of a new dishwasher and the kitchen needs to be modified to allow this dishwasher to be installed. The total cost of the project is \$900,000 but only \$52,000.00 is needed at this time. This project is listed on 2020 CIP and will be funded by the General Fund Capital Improvement Subsidy.

S. Capital Projects		JE313
PW600100 – Capital Projects		
Personal Services	\$	2,000.00
Capital Outlays	\$	25,000.00

The Department of Public Works requests an appropriation increase for the Animal Shelter Chiller Replacement Project. The chiller at the Animal Shelter needs to be replaced. This project consists of replacing one existing air handling unit and one condensing unit. The total cost of the project is estimated at \$490,000, but only \$27,000.00 is needed at this time. This project is listed on 2020 CIP and will be funded by the General Fund Capital Improvement Subsidy.

SECTION 4. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

SECTION 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 CC039
September 29, 2020



To: Jeanne Schmotzer, Clerk of County Council

From: Walter Parfejewiec, Office of Budget and Management

Date: September 22, 2020

Re: Fiscal Agenda – 9/29/2020

cc: Michael Chambers, Fiscal Office; Mary Louise Madigan, Communications

The Office of Budget & Management requests that the members of County Council consider the attached fiscal resolution for approval on first reading at the meeting on **September 22, 2020**. The requested fiscal items, including additional appropriations, appropriation transfers, and cash transfers, are necessary to reconcile the originally adopted 2020 Budget. Items of note on this agenda include:

- Request to amend various appropriations, adding appropriation to the 2020 budget to cover expenditures thru year end.
- Request to provide appropriations for various grants that have been awarded.
- Appropriation realignments as requested.
- Request cash transfers as requested.
- Request corrections to prior agenda.

Additional Appropriation Summary – Additional appropriation is requested to cover expenditures that exceed the original estimate and must be supported by a revenue source. A reduction in appropriation is requested in conjunction with the close-out of a program, grant, or decertification of an encumbrance.

Department	Amount Requested	Items	Funding Source	Purpose
Development	\$2,735,278.00	A	Grant – No General/HHS Levy Fund Impact	Grant Appropriation
Fiscal Office /OBM	\$473,937.97	B	General Fund	Increase Appropriation

Appropriation Transfer Summary – Transfers between budget accounts in the same fund or between different resolution categories within the same budget account.

Department	Amount Transferred	Items	Funding Source	Purpose
Treasury	\$25,500.00	A	Special Revenue Fund – No GF/HHS Levy Fund Impact	Appropriation Realignment
Human Services	\$61,000.00	B	PA Fund/HHS Levy Fund Impact	Appropriation Realignment

Cash Transfer Summary – Operating transfers support operating expenditures transfer cash from one fund to another. Transfers post as an expenditure and sufficient appropriation must be available to process the transaction.

N/A

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0211

<p>Sponsored by: County Executive Budish/Departments of Law and Human Resources, Fiscal Officer, County Treasurer, Cuyahoga County Board of Revision and Department of Public Works</p>	<p>A Resolution approving Memorandums of Understanding authorizing supplemental compensation for COVID-19 health screening services performed by Laborers’ Local 860 bargaining unit employees in the Office of the County Treasurer, Office of the Fiscal Officer and Cuyahoga County Board of Revision and by Graphic Communications Conference International Brotherhood of Teamsters, Local 25M of District Council 3, bargaining unit employees in the Department of Public Works/Print Shop; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the novel coronavirus disease (“COVID-19”) is rapidly spreading, as numerous members of the community have been infected with the disease and the risk of serious illness is imminent and the resulting impact of the disease on Cuyahoga County residents and businesses is potentially catastrophic; and,

WHEREAS, on March 9, 2020, Ohio Governor Mike DeWine signed Executive Order 2020-01D, declaring a State of Emergency in Ohio to protect the well-being of Ohioans from the dangerous effects of COVID-19 (“State of Emergency”). The Ohio State of Emergency allows state departments and agencies to better coordinate in their response, and Cuyahoga County must also engage in that effort; and,

WHEREAS, in response to the COVID-19 pandemic, the County has undertaken health screening of all persons, both employees and members of the public, for symptoms of and potential exposure to COVID-19 before they may enter a County building; and,

WHEREAS, the County is assigning members of the Laborers’ Local 860 bargaining units (Treasurer, Fiscal Officer, and Board of Revision) and the Graphic Communications Conference International Brotherhood of Teamsters, Local 25M of District Council 3, bargaining unit (Print Shop) to perform the COVID-19 health screening procedures at County buildings to fulfill staffing needs; and,

WHEREAS, on or about April 24, 2020, the County received federal funds through the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”); and,

WHEREAS, the CARES Act permits reimbursement of expenditures for services substantially dedicated to mitigating or responding to the COVID-19 public health emergency; and,

WHEREAS, the County recognizes that the above bargaining unit employees will have an increased, potential exposure to COVID-19 while they are performing COVID-19 health screening services; and,

WHEREAS, various employees under the jurisdiction of the County Executive are represented by labor organizations for the purpose of collective bargaining and supplemental compensation for COVID-19 health screening services is a mandatory subject of bargaining pursuant to the Public Employees' Collective Bargaining Act; and,

WHEREAS, the County Executive and Departments of Law and Human Resources, County Treasurer, Fiscal Officer, Cuyahoga County Board of Revision and Department of Public Works have reached an agreement with the following bargaining units regarding supplemental compensation for COVID-19 health screening services; and

WHEREAS, the County Executive and Departments of Law and Human Resources, County Treasurer, Fiscal Officer, Cuyahoga County Board of Revision and Department of Public Works have submitted Memorandums of Understanding memorializing said agreement; and,

WHEREAS, the County Executive and Departments of Law and Human Resources, County Treasurer, Fiscal Officer, Cuyahoga County Board of Revision and Department of Public Works are recommending that Council approve the proposed Memorandums of Understanding; 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 County departments.

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

SECTION 1. That the Memorandums of Understanding that were negotiated with the following bargaining units through their designated representatives are hereby approved:

- a) Laborers' Local 860 bargaining unit (Treasurer, Fiscal Officer and Board of Revision) collectively covering approximately 190 employees in various classifications in the Office of the County Treasurer, Office of the Fiscal Officer and Cuyahoga County Board of Revision.

- b) Graphic Communications Conference International Brotherhood of Teamsters, Local 25M of District Council 3, including approximately 4 employees in the Department of Public Works/Print Shop.

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 the County. Provided that this Resolution receives the affirmative vote of eight members elected to 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 CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0212

<p>Sponsored by: County Executive Budish on behalf of Cuyahoga County Court of Common Pleas/Juvenile Division</p>	<p>A Resolution authorizing an Agreement between Cuyahoga County and Cuyahoga County Court of Common Pleas/Juvenile Division in the amount not-to-exceed \$709,500.00 to provide funding for the Court to pay hazard pay to certain of its employees in accordance with the Coronavirus Relief Fund established by Section 5001 of the Coronavirus Aid, Relief, and Economic Security Act for the period 10/16/2020 - 1/8/2021, which agreement has potential collective bargaining implications; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the novel coronavirus disease (“COVID-19”) is rapidly spreading, as numerous members of the community have been infected with the disease and the risk of serious illness is imminent and the resulting impact of the disease on Cuyahoga County residents and businesses is potentially catastrophic; and

WHEREAS, the County and the Cuyahoga County Court of Common Pleas/ Juvenile Division recognize that certain employees who work in the Juvenile Court’s Detention Center should be eligible for hazard pay based on their continuous interaction with individuals in a closed environment and/or increased exposure to COVID-19 due to the nature of their job duties and respective work environments.

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 County departments.

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

SECTION 1. That this Council hereby authorizes an agreement between Cuyahoga County and Cuyahoga County Court of Common Pleas/Juvenile Division (the “Court”) in the amount not-to-exceed \$709,500.00 to provide funding for the Court to pay certain of its employees hazard pay in accordance with the Coronavirus Relief Fund (“CRF”) established by Section 5001 of the Coronavirus Aid, Relief, and Economic Security Act, said hazard pay to be funded from monies provided to the County under the CRF for the period October 16, 2020 through January 8, 2021, which agreement has collective bargaining implications.

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 the County. Provided that this Resolution receives the affirmative vote of eight members elected to 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 CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0213

Sponsored by: County Executive Budish/Department of Law	A Resolution authorizing an amendment to Contract No. CE1800177-01 with RELX Inc. dba LexisNexis, a division of RELX Inc., for print and online legal research services for various County departments and agencies for the period 1/1/2018 - 12/31/2020 to extend the time period to 12/31/2023 and for additional funds in the amount not-to-exceed \$723,091.20; 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.
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WHEREAS, the County Executive/Department of Law recommended an amendment to Contract No. CE1800177-01 with RELX Inc. dba LexisNexis, a division of RELX Inc., for print and online legal research services for various County departments and agencies for the period 1/1/2018 - 12/31/2020 to extend the time period to 12/31/2023 and for additional funds in the amount not-to-exceed \$723,091.20; and

WHEREAS, the primary purpose of this project is to continue to provide efficient and cost-effective print and online legal research services for various departments and agencies in the County; and

WHEREAS, the funding for this project is from the General Fund; 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 operations 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 authorizes an amendment to Contract No. CE1800177-01 with RELX Inc. dba LexisNexis, a division of RELX Inc., for print and online legal research services for various County departments and agencies for the period 1/1/2018 - 12/31/2020 to extend the time

period to 12/31/2023 and for additional funds in the amount not-to-exceed \$723,091.20.

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

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

_____	_____
County Council President	Date

_____	_____
County Executive	Date

_____	_____
Clerk of Council	Date

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

Journal _____
_____, 2020

OnBase Item Detail Briefing Memo - Form

Directions: Use the following form when requesting approval of a contract, agreement, an amendment, lease, permits or grants involving the County.

Enter this information directly or paste (text) into the sections below.

Complete all items within the (parenthesis – **Note: Do not include Parenthesis**) then attach the following information as a Word Document to the OnBase item.

Title:

Cuyahoga County Law Department; RQ# 41069; PO# CE1800177-01; RELX, Inc. (dba LexisNexis); Amendment

A. Scope of Work Summary

1. Law Department requesting approval of an amendment with RELX, Inc. for the anticipated cost of \$723,091.20, not-to-exceed \$1,380,756.00.

If the Project is not new to the County List the Prior Board Approval Number or Resolution Number: BC2018-164

Describe the exact services being provided. The anticipated start-completion dates are January 1, 2021 through December 31, 2023.

2. The primary goals of the project are to provide online legal research services for County attorneys, judges and support staff in the following departments/agencies: Prosecutor's Office, Public Defender, Inspector General, Clerk of Courts, County Council, Common Pleas Court, Eight District Court of Appeals, Juvenile Court, Probate Court, Law Department and Law Library staff and patron access.

3. Technology Items - If the request is for the purchase of software or technical equipment:

- a) Please state the date of TAC Approval
- b) Are the purchases compatible with the new ERP system? The software does not, and need not, interact with the ERP system.
- c) Is the item ERP approved. N/A.
- d) Are the services covered by the original ERP budget. N/A.

B. Procurement

1. The original procurement method for this project was RFP. The total value of the RFP was \$657,664.80. This amendment and pricing was negotiated in the original contract and will add three years and \$723,091.20 to the contract.

2.The RFP closed in 2017.

3. The contract contained a three-year option period. This amendment is to exercise that option.

C. Contractor and Project Information

1. The address of the vendor:

RELX Inc.

PO Box 933

Dayton, Ohio 45401

Council District is not applicable

D. Project Status and Planning

1. The services area continuation of existing services.

E. Funding

1. The project is funded 100% by the General Fund

2. The schedule of payments is monthly

3. The project is an amendment to a Contract. This amendment adds three years, \$723,091.20 to the contract, and is the first amendment of the contract.

CONTRACT EVALUATION FORM

Contractor	RELX, Inc. dba LexisNexis				
Current Contract History: CE/AG# (if applicable) Infor/Lawson PO#:	CE1800177				
RQ#	RQ41069				
Time Period of Original Contract	1/1/2018 – 12/31/2020 with option for 1/1/2021 – 12/31/2023				
Background Statement	LexisNexis provides online legal research services for the County				
Service Description	County attorneys, judges and support staff in the following departments/agencies: Prosecutor’s Office, Public Defender, Inspector General, Clerk of Courts, County Council, Common Pleas Court, Eight District Court of Appeals, Juvenile Court, Probate Court, Law Department and Law Library staff and patron access.				
Performance Indicators	Access to up-to-date legal research materials (cases, secondary sources, etc.)				
Actual Performance versus performance indicators (include statistics):	LexisNexis has provided legal research capabilities to the attorneys, judges, and support staff at the County, and provided trainings for new services and capabilities of their legal research platform.				
Rating of Overall Performance of Contractor	Superior	Above Average	Average	Below Average	Poor
Select One (X)	X				
Justification of Rating	The Law Department, as lead on this contract, polled each agency that utilizes LexisNexis’s legal research platform and received zero complaints about the system.				
Department Contact	Jonathan McGory, Law Department jmcgory@cuyahogacounty.us 216-443-7041				
User Department	Prosecutor’s Office, Public Defender, Inspector General, Clerk of Courts, County Council, Common Pleas Court, Eight District Court of Appeals, Juvenile Court, Probate Court, Law Department and Law Library				
Date	5/6/2020				

Office of Procurement and Diversity – Required Documents Checklist

Upload as “word” document in OnBase Document Management

Infor/Lawson RQ#:	n/a
Infor/Lawson PO # Code:	CE1800177-01 CONV
Buyspeed RQ# (if applicable)	LA-17-21069 RQ41069

	Department	Clerk of the Board
Briefing Memo		

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

TAC Required:	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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8/31/2020: OPD Note: Online only services do not need TAC approval

Contract Amendments						
				Department initials	OPD	
Justification Form				JSM	OK	
IG#	12-1756-REG			JSM	OK	
Annual Non-Competitive Bid Contract Statement	Date:	5/7/2020			OK (notary waived during COVID-19)	
Debarment/Suspension Verified	Date:	5/6/2020 6/18/2020		JSM	OK	
Auditor’s Finding	Date:	5/6/2020		JSM	OK (uploaded 9/1/2020 - item originally submitted 6/29/2020)	
Vendor’s Submission					OK (signed amendment)	
W-9 – <i>if required</i>	Tax ID#	52-1471842	Date:	1/6/2020	JSM	OK
Independent Contractor (I.C.) Requirement			Date:	5/7/2020	JSM	OK
Amendment and Exhibits				JSM	OK	
Cover - <i>Master amendments only</i>				N/A	OK	
Contract Evaluation				JSM	OK (uploaded 9/1/2020)	
Matrix Law approval screen shot				JSM	OK	
COI - <i>*To be reviewed by the Department of Law. *OPD Buyer to check for attachment; not for compliance.</i>				JSM	Doc attached	
Workers’ Compensation Insurance - <i>*To be reviewed by the Department of Law. *OPD Buyer to check for attachment; not for compliance.</i>				JSM	Doc attached (see in COI)	
Original Executed Contract (<i>containing insurance terms</i>) AND any and all executed amendments to the contract - <i>*To be reviewed by the Department of Law.</i>				JSM		
Checklist Verification				JSM	OK	

Office of Procurement and Diversity – Required Documents Checklist

Upload as “word” document in OnBase Document Management

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Other documentation may be required depending upon your specific item

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

Accounting Units

Time Period	Accounting Unit	Account Number	Sub Account	Dollar Amount
1/1/2021-12/31/2021	LW100100	58600		\$233,941.92
1/1/2022-12/31/2022	LW100100	58600		\$240,960.24
1/1/2023-12/31/2023	LW100100	58600		\$248,189.04
			TOTAL	\$723,091.20

Current Contract History: CE/AG# (if applicable)	CE1800177
Infor/Lawson PO# Code:	CONV
BuySpeed or Lawson RQ# (if applicable)	RQ41069

	Original Amount	Amendment Amount	Original Time Period/Amended End Date	Approval Date	Approval #
Original Amount	\$657,664.80		Original: 1/1/2018 – 12/31/2020	3/27/2018	R2018-0061
Prior Amendment Amounts (list separately)		\$			
		\$			
		\$			
Pending Amendment		\$723,091.20	12/31/2023		
Total Amendments		\$723,091.20			
Total Contact Amount		\$1,380,756.00			

OPD Use Only:

Office of Procurement and Diversity – Required Documents Checklist

Upload as “word” document in OnBase Document Management

Prior Resolutions:	R2018-0061
Amend:	CE1800177
Vendor Name:	LexisNexis, a division of RELX, Inc.
ftp:	1/1/2018 – 12/31/2020 ext. 12/31/2023
Amount:	Add'l \$723,091.20mm
History/CE:	OK
Procurement Notes:	8/31/2020 SSP: Need auditor's and contract evaluation
EL:	OK

OPD Buyer approval:	OK, ssp 9/2/2020
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County Council of Cuyahoga County, Ohio

Resolution No. R2020-0181

Sponsored by: County Executive Budish/Department of Public Works	A Resolution authorizing the transfer of real property located at Crocker Road and Schwartz Road, Permanent Parcel No. 216-10-012, to the City of Westlake; authorizing the County Executive to execute the quit claim deed and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the County Executive/Department of Public Works has recommended the transfer of real property located at Crocker Road and Schwartz Road, Permanent Parcel No. 216-10-012, to the City of Westlake; and

WHEREAS, the primary goal is to transfer Permanent Parcel No. 216-10-012 to the City of Westlake at no cost; and

WHEREAS, due to the shape and size of the easement, the property is non-buildable; 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 authorizes the transfer of real property located at Crocker Road and Schwartz Road, Permanent Parcel No. 216-10-012, to the City of Westlake.

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

SECTION 3. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the

expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Public Works, Procurement & Contracting

Committee Report/Second Reading: September 29, 2020

Journal _____
_____, 20__



Cuyahoga County GIS Viewer



Date Created: 12/2/2019

Legend

- Municipalities
- Point Parcels
- Air Parcels
- Right Of Way
- Platted Centerlines
- Parcels

200 0 100 200 Feet

Projection:
WGS_1984_Web_Mercator_Auxiliary_Sphere

This map is a user generated static output from an Internet mapping site and is for reference only. Data layers that appear on this map may or may not be accurate, current, or otherwise reliable.
THIS MAP IS NOT TO BE USED FOR NAVIGATION

Cuyahoga County
Enterprise GIS
PUTTING CUYAHOGA COUNTY ON THE MAP

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0164

Sponsored by: County Executive Budish	A Resolution confirming the County Executive’s appointment of Janine S. Kaiser to serve on the City of Cleveland/Cuyahoga County Workforce Development Board for an unexpired term ending 6/30/2021, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners, such appointment shall be made by the County Executive, subject to confirmation by the Council,” and

WHEREAS, the City of Cleveland/Cuyahoga County Workforce Development Board, formerly known as Workforce Investment Board, was established to fulfill the functions outlines in the Federal Workforce Investment Act of 1998 and was created pursuant to the provisions of Ohio Revise Code Chapter 6301; and

WHEREAS, Chapter 114 of the Cuyahoga County Code provides the requirements for submission of appointments to County Council; and

WHEREAS, the joint operation between the City of Cleveland and Cuyahoga County provides public policy guidelines and exercises oversight of local programs of workforce activities; and

WHEREAS, County Executive Armond Budish has nominated Janine S. Kaiser to serve on the City of Cleveland/Cuyahoga County Workforce Development Board for an unexpired term ending 6/30/2021 (replacing Deborah Vesey-county appointment); and

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Resolution become immediately effective in order that Charter requirements can be complied with and critical services provides by Cuyahoga County can continue and to provide for the usual, daily operation of a County Board.

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

SECTION 1. That the Cuyahoga County Council hereby confirms the County Executive's appointment of Janine S. Kaiser to serve on the City of Cleveland/ Cuyahoga County Workforce Development Board for an unexpired term ending 6/30/2021.

SECTION 2. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, this Resolution shall become immediately effective.

SECTION 3. It is found and determined that all formal actions of this Council concerning and 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

Clerk of Council

Date

First Reading/Referred to Committee: August 4, 2020

Committee(s) Assigned: Human Resources, Appointments & Equity

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0165

Sponsored by: County Executive Budish	A Resolution confirming the County Executive’s appointment of Verna D. Darby to serve on the Division of Children and Family Services Advisory Board for an unexpired term ending 2/28/2023, and declaring the necessity that this Resolution become immediately effective.
--	--

WHEREAS, Ohio Revised Code Section 205.10 establishes an “advisory committee on children services” of Cuyahoga County; and

WHEREAS, the Division of Children and Family Services (DCFS) Advisory Board shall provide independent perspective and feedback to the County and the Cuyahoga County Division of Children and Family Services (“DCFS”) leadership; and

WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners, such appointment shall be made by the County Executive, subject to confirmation by the Council,” and

WHEREAS, pursuant to the Ohio Revised Code Section 205.10, the Division of Children and Family Services (DCFS) Advisory Board shall consist of ten (10) appointed members; and

WHEREAS, members of the Division of Children and Family Services (DCFS) Advisory Board shall be appointed to serve a four-year term; and

WHEREAS, the County Executive has nominated Verna D. Darby (replacing Christin Farmer) to serve on the Division of Children and Family Services (DCFS) Advisory Board for an unexpired term ending 2/28/2023.

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Resolution become immediately effective in order that Charter requirements can be complied with and critical services provides by Cuyahoga County can continue and to provide for the usual, daily operation of a County Board.

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

SECTION 1. That the Cuyahoga County Council hereby confirms the County Executive’s appointment of Verna D. Darby to serve on the Division of Children and Family Services Advisory Board for an unexpired term ending 2/28/2023.

SECTION 2. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, this Resolution shall become immediately effective.

SECTION 3. It is found and determined that all formal actions of this Council concerning and 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

Clerk of Council Date

First Reading/Referred to Committee: August 4, 2020
Committee(s) Assigned: Human Resources, Appointments & Equity

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0166

Sponsored by: County Executive Budish	A Resolution confirming the County Executive’s reappointment of Erika L. Anthony to serve on the Cuyahoga County Public Defender Commission for the term 1/1/2020 - 12/31/2023, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the Cuyahoga County Public Defender Commission was created pursuant to the provisions of ORC Section 120.13; and

WHEREAS, the powers and duties of the Cuyahoga County Public Defender Commission are established pursuant to ORC Section 120.14, which include: recommending an annual operating budget of the office of the County Public Defender, establishing operational standards of the office of the County Public Defender, and determining the qualifications and size of the supporting staff of the office in an effort to provide essential legal representation to indigent persons in the County; and

WHEREAS, pursuant to ORC Section 120.13, the Cuyahoga County Public Defender Commission shall have five members with a term of office of four years; and

WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners such appointment shall be made by the County Executive, subject to confirmation by the Council,” and

WHEREAS, County Executive Budish has nominated Erika L. Anthony to serve on the Cuyahoga County Public Defender Commission for the term 1/1/2020 – 12/31/2023; and

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Resolution become immediately effective in order that Charter requirements can be complied with and critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of a County Board.

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

SECTION 1. That the Cuyahoga County Council hereby confirms the County Executive’s reappointment of Erika L. Anthony to serve on the Cuyahoga County Public Defender Commission for the term 1/1/2020 – 12/31/2023.

SECTION 2. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, this Resolution shall become immediately effective.

SECTION 3. It is found and determined that all formal actions of this Council concerning and 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

Clerk of Council Date

First Reading/Referred to Committee: August 4, 2020
Committee(s) Assigned: Human Resources, Appointments & Equity

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0167

<p>Sponsored by: County Executive Budish/Department of Health and Human Services/Division of Children and Family Services</p>	<p>A Resolution authorizing an amendment to Contract No. CE1700154-01 with Case Western Reserve University for fiscal agent services, facilitation and contracted services in connection with the First Year Cleveland Initiative for the period 6/1/2016 - 12/31/2019 to extend the time period to 12/31/2021 and for additional funds in the amount not-to-exceed \$1,000,000.00; 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.</p>
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WHEREAS, the County Executive/Department of Health and Human Services/Division of Children and Family Services has recommended an amendment to Contract No. CE1700154-01 with Case Western Reserve University for fiscal agent services, facilitation and contracted services in connection with the First Year Cleveland Initiative for the period 6/1/2016 - 12/31/2019 to extend the time period to 12/31/2021 and for additional funds in the amount not-to-exceed \$1,000,000.00; and

WHEREAS, the primary goal of this project is to share information and support community efforts to reduce infant mortality; and

WHEREAS, this project is funded 100% by Health and Human Services Levy Funds; and

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

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

SECTION 1. That the Cuyahoga County Council hereby authorizes an amendment to Contract No. CE1700154-01 with Case Western Reserve University for fiscal agent services, facilitation and contracted services in connection with the First Year Cleveland Initiative for the period 6/1/2016 - 12/31/2019 to extend the time period to 12/31/2021 and for additional funds in the amount not-to-exceed \$1,000,000.00.

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

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: August 4, 2020
Committee(s) Assigned: Health, Human Services & Aging

Legislation Amended in Committee: September 23, 2020

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0176

Sponsored by: County Executive Budish	A Resolution confirming the County Executive’s reappointment of Grace Gallucci to serve on the City of Cleveland/ Cuyahoga County Workforce Development Board for the term 7/1/2020 - 6/30/2023, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners, such appointment shall be made by the County Executive, subject to confirmation by the Council,” and

WHEREAS, the City of Cleveland/Cuyahoga County Workforce Development Board, formerly known as Workforce Investment Board, was established to fulfill the functions outlines in the Federal Workforce Investment Act of 1998 and was created pursuant to the provisions of Ohio Revise Code Chapter 6301; and

WHEREAS, Chapter 114 of the Cuyahoga County Code provides the requirements for submission of appointments to County Council; and

WHEREAS, the joint operation between the City of Cleveland and Cuyahoga County provides public policy guidelines and exercises oversight of local programs of workforce activities; and

WHEREAS, the County Executive has nominated Grace Gallucci to serve on the City of Cleveland/Cuyahoga County Workforce Development Board for the term 7/1/2020 – 6/30/2023; and

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Resolution become immediately effective in order that Charter requirements can be complied with and critical services provides by Cuyahoga County can continue and to provide for the usual, daily operation of a County Board.

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

SECTION 1. That the Cuyahoga County Council hereby confirms the County Executive’s reappointment of Grace Gallucci to serve on the City of Cleveland/ Cuyahoga County Workforce Development Board for the term 7/1/2020 – 6/30/2023.

SECTION 2. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, this Resolution shall become immediately effective.

SECTION 3. It is found and determined that all formal actions of this Council concerning and 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

 Clerk of Council Date

First Reading/Referred to Committee: September 15, 2020
 Committee(s) Assigned: Human Resources, Appointments & Equity

Journal CC039
 September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0177

Sponsored by: County Executive Budish	A Resolution confirming the County Executive’s appointment of Jenita McGowan to serve on the Cuyahoga Arts and Culture Board of Trustees for the term 4/1/2020 - 3/31/2023, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, pursuant to Ohio Revised Code Chapter 3381, a regional arts and cultural district was established in Cuyahoga County to provide programs and activities in areas directly concerned with the arts or cultural heritage; and

WHEREAS, such regional arts and cultural district is governed by a Board of Trustees called the Cuyahoga Arts and Culture Board of Trustees consisting of five (5) members having broad knowledge and experience in the arts or cultural heritage and shall have other qualifications as outlined in the by-laws; and

WHEREAS, pursuant to Ohio Revised Code Section 3381.05, the Board of Trustees shall be appointed to a three (3) year term; and

WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners, such appointment shall be made by the County Executive, subject to confirmation by the Council;” and

WHEREAS, the County Executive has nominated Jenita McGowan (replacing Gwen Garth) to be appointed to serve on the Cuyahoga Arts and Culture Board of Trustees for the term 4/1/2020 – 3/31/2023; and

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Resolution become immediately effective in order that Charter requirements can be complied with and critical services provided by Cuyahoga County can continue, and to provide for the usual, daily operation of a County Board.

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

SECTION 1. The Council of Cuyahoga County hereby confirms the County Executive’s appointment of Jenita McGowan to serve on the Cuyahoga Arts and Culture Board of Trustees for the term 4/1/2020 – 3/31/2023.

SECTION 2. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective.

SECTION 3. It is found and determined that all formal actions of this Council concerning and 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

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Human Resources, Appointments & Equity

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0179

Sponsored by: County Executive Budish	A Resolution confirming the County Executive’s appointment of Monica Busam to serve on the Cuyahoga County Natural Resources Assistance Council for the term 10/15/2020 - 10/14/2023, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, pursuant to Ohio Revised Code Chapter 164.21, the former Cuyahoga County Board of Commissioners created a Cuyahoga County Natural Resources Assistance Council; and

WHEREAS, the Cuyahoga County Natural Resources Assistance Council oversees the implementation of the Clean Ohio Conservation Program in Cuyahoga County by evaluating, ranking and prioritizing projects submitted by eligible County entities; and

WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners, such appointment shall be made by the County Executive, subject to confirmation by the Council,”; and

WHEREAS, Chapter 114 of the Cuyahoga County Code provides the requirements for submission of appointments to County Council; and

WHEREAS, County Executive Budish has nominated Monica Busam (replacing Mike Foley) to be appointed to serve on the Cuyahoga County Natural Resources Assistance Council for the term 10/15/2020 – 10/14/2023; and

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Resolution become immediately effective in order that Charter requirements can be complied with and critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of a County Board.

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

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0180

Sponsored by: County Executive Budish	A Resolution confirming the County Executive’s appointment or reappointment of various individuals to serve on The MetroHealth System Board of Trustees for various terms, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, Ohio Revised Code Chapter 339 provides for the organization and operation of a county hospital; and

WHEREAS, Ohio Revised Code Section 339.02 provides for the creation of county hospital trustees and the means by which appointments are made; and

WHEREAS, Ohio Revised Code Section 339.02 further provides that such appointments to the board of trustees shall be for a six-year term; and

WHEREAS, pursuant to Ohio Revised Code 339.02(F)(1), the County Executive has sought and received approval from both the probate judge of the county senior in point of service and the judge of the court of common pleas of the county senior in point of service; and

WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners, such appointment shall be made by the County Executive, subject to confirmation by the Council,” and

WHEREAS, the County Executive has nominated the following individuals for appointment or reappointment to serve on The MetroHealth System Board of Trustees for various terms:

Appointment:

1. Brenda Kirk for the term 4/1/2020 - 3/31/2026

Reappointments:

1. Maureen Dee for an unexpired term ending 3/5/2024

2. Robert Hurwitz for an unexpired term ending 3/1/2026; and

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Resolution become immediately effective in order that Charter requirements can be complied with and critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of a County Board.

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

SECTION 1. That the Cuyahoga County Council hereby confirms the County Executive's appointment or reappointment of various individuals to serve on The MetroHealth System Board of Trustees for various terms as follows:

Appointment:

1. Brenda Kirk for the term 4/1/2020 - 3/31/2026.

Reappointments:

1. Maureen Dee for an unexpired term ending 3/5/2024.
2. Robert Hurwitz for an unexpired term ending 3/1/2026.

SECTION 2. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, this Resolution shall become immediately effective.

SECTION 3. It is found and determined that all formal actions of this Council concerning and 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

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Human Resources, Appointments & Equity

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0182

Sponsored by: County Executive Budish/Department of Public Works	A Resolution making an award on RQ48165 to Fabrizi Recycling, Inc. in the amount not-to-exceed \$2,936,167.00 for the 2020 Sewer Rehabilitation Program in various County Sewer Districts for the period 10/1/2020 - 9/30/2022; 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.
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WHEREAS, the County Executive/Department of Public Works has recommended an award on RQ48165 to Fabrizi Recycling, Inc. in the amount not-to-exceed \$2,936,167.00 for the 2020 Sewer Rehabilitation Program in various County Sewer Districts for the period 10/1/2020 - 9/30/2022; and

WHEREAS, the primary goal of this project is to perform various repairs to sewer systems in various County Sewer Districts; and

WHEREAS, the project is 100% funded by Sewer District Funds; 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 makes an award on RQ48165 to Fabrizi Recycling, Inc. in the amount not-to-exceed \$2,936,167.00 for the 2020 Sewer Rehabilitation Program in various County Sewer Districts for the period 10/1/2020 - 9/30/2022.

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

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

that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

_____	_____
County Council President	Date
_____	_____
County Executive	Date
_____	_____
Clerk of Council	Date

First Reading/Referred to Committee: September 15, 2020
 Committee(s) Assigned: Public Works, Procurement & Contracting

Journal CC039
 September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0183

Sponsored by: County Executive Budish/Department of Public Works/Division of County Engineer	A Resolution making awards on RQ45955 to various contractors, in the total amount not-to-exceed \$1,500,000.00, for on-call heavy construction services for road and bridge repairs and maintenance for the period 9/16/2020 - 9/15/2023; authorizing the County Executive to execute the Master Contract 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/Department of Public Works/Division of County Engineer has recommended awards on RQ45955 to various contractors, in the total amount not-to-exceed \$1,500,000.00, for on-call heavy construction services for road and bridge repairs and maintenance for the period 9/16/2020 - 9/15/2023 as follows:

- (a) Catts Construction, Inc. in the approximate amount reasonably anticipated to be \$500,000.00;
- (b) Schirmer Construction Co., LLC in the approximate amount reasonably anticipated to be \$500,000.00; and
- (c) Terrace Construction Company, Inc. in the approximate amount reasonably anticipated to be \$500,000.00; and,

WHEREAS, the primary goal of the project is to utilize three contractors for on-call heavy construction services for road and bridge repairs and maintenance; and

WHEREAS, the project is funded 100% by the Road and Bridge Fund; 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 makes awards on RQ45955 to various contractors, in the total amount not-to-exceed \$1,500,000.00, for on-call heavy construction services for road and bridge repairs and maintenance for the period 9/16/2020 - 9/15/2023 as follows:

- (a) Catts Construction, Inc. in the approximate amount reasonably anticipated to be \$500,000.00.
- (b) Schirmer Construction Co., LLC in the approximate amount reasonably anticipated to be \$500,000.00.
- (c) Terrace Construction Company, Inc. in the approximate amount reasonably anticipated to be \$500,000.00.

SECTION 2. That the County Executive is authorized to execute the Master Contract and all other documents consistent with said awards and this Resolution.

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Public Works, Procurement & Contracting

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0184

<p>Sponsored by: County Executive Budish/Department of Public Works and Fiscal Officer/Auto Title Division</p>	<p>A Resolution authorizing an amendment to Contract No. CE1500266-01 with HH Golden Gate, LLC for lease of office space in Golden Gate Shopping Center, located at 6420 Mayfield Road, Mayfield Heights, for the period 10/1/2015 - 9/30/2020 to exercise an option to extend the time period to 12/31/2025, to change the terms, effective 10/1/2020, and for additional funds in the amount not-to-exceed \$536,361.72; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County Executive/Department of Public Works and Fiscal Officer/Auto Title Division recommends an amendment to Contract No. CE1500266-01 with HH Golden Gate, LLC for lease of office space in Golden Gate Shopping Center, located at 6420 Mayfield Road, Mayfield Heights, for the period 10/1/2015 - 9/30/2020 to exercise an option to extend the time period to 12/31/2025, to change the terms, effective 10/1/2020, and for additional funds in the amount not-to-exceed \$536,361.72; and

WHEREAS, the Auto Title Division branch offices provide access to the public to obtain titles for cars and boats; and

WHEREAS, this project is 100% funded by Auto Title Division Funds; 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 authorizes an amendment to Contract No. CE1500266-01 with HH Golden Gate, LLC for lease of office space in Golden Gate Shopping Center, located at 6420 Mayfield Road, Mayfield Heights, for the period 10/1/2015 - 9/30/2020 to exercise an option to

extend the time period to 12/31/2025, to change the terms, effective 10/1/2020, and for additional funds in the amount not-to-exceed \$536,361.72.

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

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President Date

County Executive Date

Clerk of Council Date

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Public Works, Procurement & Contracting

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0185

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of one or more series of bonds in a maximum aggregate principal amount of \$16,275,000.00, to refund at a lower interest cost all or a portion of the \$15,770,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012A and series 2012B, that are stated to mature on December 1 in each of the years from 2021 through 2024, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012, dated as of December 13, 2012, to provide funds to pay for 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.</p>
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WHEREAS, pursuant to Resolution No. 043069, adopted on August 17, 2004, the County issued its \$59,410,000 of bonds, as part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004 (the "Original Bonds"), for the purpose stated in Section 2, which Original Bonds were refunded in part with the proceeds of (a) the County's \$35,757,000 of bonds (the "Series 2012A Tax-Exempt Bonds") issued pursuant to Resolution No. R2012-0206, adopted by the County Council on October 23, 2012, as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A and (b) the County's \$9,835,000 of Taxable Capital Improvement Refunding Bonds, Series 2012B (the "Series 2012B Taxable Bonds" and together with the Series 2012A Tax-Exempt Bonds, the "Series A Bonds") issued pursuant to Resolution No. R2012-0206, adopted by the County Council on October 23, 2012; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$15,757,000 of the Series A Bonds now outstanding that are stated to mature on December 1 in each of the

years 2021 through 2024 (those Series A Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Refunded Bonds, and (iii) 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 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, was not earlier than December 1, 2024, which is the final maturity date for the Series A 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

“Fiscal Officer” means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

“Law Director” means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 through and including 2024.

“Prosecuting Attorney” means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$15,757,000 of the Series A Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2024 that is to be refunded by the Bonds, as determined by the 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 Council Clerk and signed by the County Executive and the 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.

"Series A Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series A Bond Legislation" means, collectively, Resolution No. R2012-0206 adopted by the Council on October 23, 2012, and the related certificates of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series 2012A Tax-Exempt Bonds and the Series 2012B Taxable Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012, dated as of December 13, 2012.

"Series 2012A Tax-Exempt Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series 2012B Taxable Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Taxable Bonds" means those Bonds designated as such in the Certificate of Award, which Bonds are to be issued and sold as obligations the interest on which is not excluded from gross income for federal income tax purposes.

"Tax-Exempt Bonds" means those Bonds designated as such in the Certificate of Award, which Bonds are to be issued and sold as obligations to which Section 103 of the Code applies, the interest on which is excluded from gross income for federal income tax purposes.

"Tax Status" means the status of the Bonds as Taxable Bonds or Tax-Exempt Bonds.

"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 \$16,275,000 (the "Bonds") to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds to pay the 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 the Fiscal Officer's determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series A Bonds to be refunded (referred to above as the "Refunded Bonds"), which may include all or a portion of the outstanding Series A Bonds stated to mature on December 1 in each of the years from 2021 through 2024. Subject to the limitations set forth in this Resolution, the 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, whether the Bonds or a separate series thereof shall be issued as Tax-Exempt Bonds or Taxable Bonds 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 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 Series A 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 or more series 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 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 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>
2021	\$4,040,000
2022	4,060,000
2023	4,080,000
2024	4,095,000

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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued in one or more series, (ii) the aggregate principal amount of Bonds to be issued in each series 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 in each series 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. If fewer than all of the Bonds of a single maturity and interest rate of a series are to be redeemed, the selection of Bonds of that series, maturity and rate to be redeemed, or portions thereof in amounts of \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 Council Clerk. 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 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 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 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 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 Fiscal Officer may attempt to establish a securities

depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 the Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Council Clerk, 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 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 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 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 Council Clerk. 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series D 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 teams of the Refunded Bonds to make and perfect that call for prior redemption.

SECTION 8. Escrow Trustee. The initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 Council Clerk. 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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series Dre to be purchased for the Escrow Fund, the Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 any Bonds that are issued as Tax-Exempt Bonds in such manner and to such extent as may be necessary so that (a) such Tax-Exempt 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 such Tax-Exempt 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 Tax-Exempt 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 Tax-Exempt 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 Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Tax-Exempt Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Tax-Exempt Bonds as the County is permitted 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 Tax-Exempt 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 Tax-Exempt 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 Tax-Exempt 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 Tax-Exempt Bonds and interest thereon.

Each covenant made in this Section with respect to the Tax-Exempt Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Tax-Exempt 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 Tax-Exempt 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 Tax-Exempt Bonds.

SECTION 13. Certification and Delivery of Resolution and Certificate of Award. The Council Clerk is directed to deliver a certified copy of this Resolution and

a signed copy of the Certificate of Award to the 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0186

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$2,435,000.00, to refund at a lower interest cost all or a portion of the \$2,348,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the county's portion of the cost 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 on August 17, 2004, the County issued its \$16,205,000 of bonds, as part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004 (the "Original Bonds"), dated as of September 15, 2004, for the purposes described in Section 2, which Original Bonds were refunded in part with the proceeds of the County's \$8,218,000 of bonds (the "Series B Bonds") issued pursuant to Resolution No. R2012-0207, adopted by the County Council on October 23, 2012, as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A ; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$2,348,000 of the Series B Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 (those Series B Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest

optional redemption date for the Refunded Bonds, and (iii) 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 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, was not earlier than December 1, 2022, which is the final maturity date for the Series B 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than

December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

“Law Director” means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2022.

“Prosecuting Attorney” means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$2,348,000 of the Series B Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 that is to be refunded by the Bonds, as determined by the 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 Council Clerk and signed by the County Executive and the 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.

"Series B Bonds” shall have the meaning set forth in the preamble to this Resolution.

"Series B Bond Legislation" means, collectively, Resolution No. R2012-0207, adopted by the Council on October 23, 2012, and the related certificate of award dated November

29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series B Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$2,435,000 (the "Bonds") to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds to pay the 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 the Fiscal Officer's determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series B Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Series B Bonds stated to mature on December 1 in each of the years from 2021 and 2022. Subject to the limitations set forth in this Resolution, the 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 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 Series B 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 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 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>
2021	\$1,215,000
2022	1,220,000

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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer’s determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer’s 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 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of

principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 Council Clerk. 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 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 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 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Council Clerk, 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 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 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 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 Council Clerk. 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal

advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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.** 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series B 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 teams of the Refunded Bonds to make and perfect that call for prior redemption.

SECTION 8. Escrow Trustee. The initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 Council Clerk. 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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, 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 Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 refunding), 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 Council Clerk is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized,

on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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 17. Effective Date. It is necessary that this Resolution become immediately effective for the preservation of public peace, health, or safety in the County and any additional reasons set forth in the preamble, including to achieve a favorable interest rate for the Bonds based on current municipal bond market conditions. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Finance & Budgeting

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0187

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$470,000.00, to refund at a lower interest cost all or a portion of the \$450,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012 (Orange Place Extension Project), that are stated to mature on December 1 in each of the years from 2021 through 2024, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the county's portion of the cost of improving Orange Place, in cooperation with the Municipality 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.</p>
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WHEREAS, the County and the Municipality 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 issued pursuant to Resolution No. 043065, adopted by the County's Board of County Commissioners on August 17, 2004 (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, which bonds were refunded in part with the proceeds of the County's \$1,001,000 of bonds (the "Series C Bonds") issued pursuant to Resolution No. R2012-0208, adopted by the County Council on October 23, 2012, as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$450,000 of the Series C Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2024 (those Series C Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Original Bonds, and (iii) 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 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, was not earlier than December 1, 2024, which is the final maturity date for the Series C 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

"Law Director" means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2024.

"Prosecuting Attorney" means the Prosecuting Attorney of the County.

"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 Council

Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$450,000 of the Series C Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2024 that is to be refunded by the Bonds, as determined by the 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 Council Clerk and signed by the County Executive and the 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.

"Series C Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series C Bond Legislation" means, collectively, Resolution No. R2012-0208, adopted by the Council on October 23, 2012, and the related certificate of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series C Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$470,000 (the "Bonds") to 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, 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 the Fiscal Officer's determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series C Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Series C Bonds stated to mature on December 1 in each of the years from 2021 through 2024. Subject to the limitations set forth in this Resolution, the 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 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 Series C 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 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 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>
2021	\$115,000
2022	115,000
2023	120,000
2024	120,000

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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 unmaturing 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 Council Clerk. 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 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 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 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 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 Fiscal Officer may attempt to establish a securities

depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Council Clerk, 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 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 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 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 Council Clerk. 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series C 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 teams of the Refunded Bonds to make and perfect that call for prior redemption.

SECTION 8. Escrow Trustee. The initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 Council Clerk. 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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series to be purchased for the Escrow Fund, the Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 Council Clerk is directed to deliver a certified copy of this Resolution and

a signed copy of the Certificate of Award to the 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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 Meetings. 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 17. 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 15, 2020

Committee(s) Assigned: Finance & Budgeting

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0188

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$135,000.00, to refund at a lower interest cost all or a portion of the \$115,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years 2021 and 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds 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.</p>
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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 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, as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004 (the "Original Bonds"), dated as of September 15, 2004, which bonds were refunded in part with the proceeds of the County's \$1,001,000 of bonds (the "Series D Bonds") issued pursuant to Resolution No. R2012-0209, adopted by the County Council on October 23, 2012, as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A ; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$115,000 of the Series D Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 (those Series D Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Refunded Bonds, and (iii) 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 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, was not earlier than December 1, 2022, which is the final maturity date for the Series D 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed

by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

"Law Director" means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2022.

"Prosecuting Attorney" means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$115,000 of the Series D Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2024 that is to be refunded by the Bonds, as determined by the 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 Council Clerk and signed by the County Executive and the 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.

"Series D Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series D Bond Legislation" means, collectively, Resolution No. R2012-0209, adopted by the Council on October 23, 2012, and the related certificate of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series D Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$135,000 (the "Bonds") to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds 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 the Fiscal Officer's determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series D Bonds to be refunded (the Refunded Bonds), which may include all or a

portion of the outstanding Series D Bonds stated to mature on December 1 in each of the years 2021 and 2022. Subject to the limitations set forth in this Resolution, the 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 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 Series D 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 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 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>
2021	\$65,000
2022	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 Fiscal Officer in the Certificate of Award,

consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 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, 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 Fiscal Officer in the Certificate of Award consistent 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 Council Clerk. 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 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 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 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 unmaturing 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Council Clerk, 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 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 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 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 Council Clerk. 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series D 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 initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 Council Clerk. 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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, 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 Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 Council Clerk is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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 Meetings. 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 17. Effective Date. It is necessary that this Resolution become immediately effective for the preservation of public peace, health, or safety in the County and any additional reasons set forth in the preamble, including to achieve a favorable interest rate for the Bonds based on current municipal bond market conditions. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Finance & Budgeting

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0189

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$55,000.00, to refund at a lower interest cost all or a portion of the \$35,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2024, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds 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.</p>
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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, the County issued \$137,600 of 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 (the "Original Bonds"), dated as of September 15, 2004, which bonds were refunded in part with the proceeds of the County's \$85,000 of bonds (the "Series E Bonds") issued pursuant to Resolution No. R2012-0210, adopted by the County Council on October 23, 2012, as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$35,000 of the Series E Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2024 (those Series E Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest

optional redemption date for the Refunded Bonds, and (iii) 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 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, was not earlier than December 1, 2024, which is the final maturity date for the Series E 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than

December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

“Law Director” means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2022.

“Prosecuting Attorney” means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$35,000 of the Series E Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2024 that is to be refunded by the Bonds, as determined by the 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 Council Clerk and signed by the County Executive and the 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.

"Series E Bonds” shall have the meaning set forth in the preamble to this Resolution.

"Series E Bond Legislation" means, collectively, Resolution No. R2012-0210, adopted by the Council on October 23, 2012, and the related certificate of award dated November

29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series E Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$55,000 (the "Bonds") to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds 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 the Fiscal Officer's determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series E Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Series E Bonds stated to mature on December 1 in each of the years from 2021 through 2024. Subject to the limitations set forth in this Resolution, the 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 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 Series E 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 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 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>
2021	\$15,000
2022	15,000
2023	15,000
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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 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 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 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 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 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 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series E 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 teams of the Refunded Bonds to make and perfect that call for prior redemption.

SECTION 8. Escrow Trustee. The initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, 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 Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized,

on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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 Meetings. 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 17. Effective Date. It is necessary that this Resolution become immediately effective for the preservation of public peace, health, or safety in the County and any additional reasons set forth in the preamble, including to achieve a favorable interest rate for the Bonds based on current municipal bond market conditions. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Finance & Budgeting

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0190

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$40,000.00, to refund at a lower interest cost all or a portion of the \$22,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds 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.</p>
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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 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, as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004 (the "Original Bonds"), dated as of September 15, 2004, which bonds were refunded in part with the proceeds of the County's \$104,000 of bonds (the "Series F Bonds") issued pursuant to Resolution No. R2012-0211, adopted by the County Council on October 23, 2012, as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A ; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$22,000 of the Series F Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 (those Series F Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Refunded Bonds, and (iii) 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 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, was not earlier than December 1, 2022, which is the final maturity date for the Series 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed

by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

"Law Director" means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2022.

"Prosecuting Attorney" means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$22,000 of the Series F Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 that is to be refunded by the Bonds, as determined by the 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 Council Clerk and signed by the County Executive and the 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.

"Series F Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series F Bond Legislation" means, collectively, Resolution No. R2012-0211, adopted by the Council on October 23, 2012, and the related certificate of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series F Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$40,000 (the "Bonds") to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds 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 the Fiscal Officer's determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series F Bonds to be refunded (defined above as the "Refunded Bonds"), which may

include all or a portion of the outstanding Series F Bonds stated to mature on December 1 in each of the years 2021 and 2022. Subject to the limitations set forth in this Resolution, the 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 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 Series F 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 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 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>
2021	\$20,000
2022	20,000

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 Fiscal Officer in the Certificate of Award,

consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 Council Clerk. 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 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 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 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 unmaturing 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Council Clerk, 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 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 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 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 Council Clerk. 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series F 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 initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 Council Clerk. 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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, 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 Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 Council Clerk is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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 Meetings. 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 17. 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 15, 2020
Committee(s) Assigned: Finance & Budgeting

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0191

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$685,000.00, to refund at a lower interest cost all or a portion of the \$660,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2025, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay 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; 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 and pursuant to Resolution No. R2012-0213, adopted by the County Council on October 23, 2012, the County agreed to issue its maximum aggregate amount \$2,020,000 bonds, as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A (the "Series G Bonds") to provide funds for the purposes described in Section 2 below; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$660,000 of the Series G Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2025 (those Series G Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Refunded Bonds, and (iii) 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 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, was not earlier than December 1, 2025, which is the final maturity date for the Series G 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

"Law Director" means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2025.

"Prosecuting Attorney" means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$660,000 of the Series G Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2025 that is to be refunded by the Bonds, as determined by the Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2.

"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 Council Clerk and signed by the County Executive and the 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.

"Series G Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series G Bond Legislation" means, collectively, Resolution No. R2012-0213, adopted by the Council on October 23, 2012, and the related certificate of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series G Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$685,000 (the "Bonds") to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds to pay the 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 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 the Fiscal Officer's determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series G Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Series G Bonds stated to mature on December 1 in each of the years from 2021 through 2025. Subject to the limitations set forth in this Resolution, the 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 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 Series G 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 Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) 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 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) 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>
2021	\$175,000
2022	175,000
2023	170,000
2024	85,000
2025	80,000

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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer’s determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer’s 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 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 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 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 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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.

(b) The 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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.

(c) Primary Offering Disclosure; Official Statement. The County Executive and the 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.

(d) 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 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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.

(e) Application for Ratings or Bond Insurance. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series E 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 teams of the Refunded Bonds to make and perfect that call for prior redemption.

SECTION 8. Escrow Trustee. The initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, 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 Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized,

on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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 Meetings. 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 17. Effective Date. It is necessary that this Resolution become immediately effective for the preservation of public peace, health, or safety in the County and any additional reasons set forth in the preamble, including to achieve a favorable interest rate for the Bonds based on current municipal bond market conditions. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Finance & Budgeting

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0192

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$32,670,000.00, to refund at a lower interest cost all or a portion of the \$31,160,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2037, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the 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, pursuant to Resolution No. R2012-0201, adopted by the County Council on October 23, 2012, the County issued its \$39,721,000 of bonds (the "Series H Bonds"), as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A for the purpose described in Section 2 below; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$31,160,000 of the Series H Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2037 (those Series H Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Refunded Bonds, and (iii) 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 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, was not earlier than December 1, 2037, which is the final maturity date for the Series H 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

"Law Director" means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2037.

"Prosecuting Attorney" means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$31,160,000 of the Series H Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2037 that is to be refunded by the Bonds, as determined by the Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2.

"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 Council Clerk and signed by the County Executive and the 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.

"Series H Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series H Bond Legislation" means, collectively, Resolution No. R2012-0201, adopted by the Council on October 23, 2012, and the related certificate of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series H Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$32,670,000 (the “Bonds”) to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds to pay the 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 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 Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series G Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Series G Bonds stated to mature on December 1 in each of the years from 2021 and 2037. Subject to the limitations set forth in this Resolution, the 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 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 Series G 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

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 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) 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>
2021	\$1,775,000
2022	1,815,000
2023	1,820,000
2024	1,830,000
2025	1,840,000
2026	1,850,000
2027	1,855,000
2028	1,865,000
2029	1,880,000
2030	1,895,000
2031	1,925,000
2032	1,950,000
2033	1,985,000
2034	2,025,000
2035	2,070,000
2036	2,120,000
2037	2,170,000

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 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 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, 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 Fiscal Officer in the Certificate of Award consistent 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 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 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 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 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. If determined in the Certificate of Award to be in the best interest of and financially advantageous to the County, the Bonds or portions thereof as designated and set forth in the Certificate of Award shall be subject to prior redemption by and at the sole option of the County, in whole or in part on any date, in integral multiples of \$5,000 at the optional redemption dates and at the redemption prices (expressed as a percentage of the principal amount redeemed) specified in the Certificate of Award plus, in each case, accrued interest to the redemption date, provided the earliest optional redemption date shall not be earlier than December 1, 2028 at redemption price not be greater than 100% of the principal amount to be redeemed; and provided, further that any Bonds not redeemed shall be in Authorized Denomination.

If optional redemption of Term Bonds at a redemption price exceeding 100% of the principal amount to be redeemed is to take place as of any Mandatory Redemption Date applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity to be redeemed on the same date by operation of the Mandatory Sinking Fund Redemption Requirements. Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution or passage of an ordinance. That notice shall specify the redemption date and the principal amount of each maturity of Bonds to be redeemed, and shall be given to the Bond Registrar 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 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 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 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 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) 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) 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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.

(b) Certificate of Award. The 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(c) Primary Offering Disclosure; Official Statement. The County Executive and the 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.

(d) 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 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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.

(e) Application for Ratings or Bond Insurance. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series E 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 initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, 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 Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0193

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$17,555,000.00, to refund at a lower interest cost all or a portion of the \$16,745,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2037, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, to provide funds to pay the 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.</p>
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WHEREAS, pursuant to Resolution No. R2012-0202, adopted by the County Council on October 23, 2012, the County issued its \$21,350,000 of bonds (the "Series I Bonds"), as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A for the purpose described in Section 2 below; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$16,745,000 of the Series I Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2037 (those Series I Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Refunded Bonds, and (iii) 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 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, was not earlier than December 1, 2037, which is the final maturity date for the Series I 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

"Law Director" means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2022.

"Prosecuting Attorney" means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$16,745,000 of the Series I Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2037 that is to be refunded by the Bonds, as determined by the Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2.

"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 Council Clerk and signed by the County Executive and the 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.

"Series I Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series I Bond Legislation" means, collectively, Resolution No. R2012-0202, adopted by the Council on October 23, 2012, and the related certificate of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series I Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$17,555,000 (the “Bonds”) to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds to pay the 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 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 Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series I Bonds to be refunded (defined above as the “Refunded Bonds”), which may include all or a portion of the outstanding Series I Bonds stated to mature on December 1 in each of the years from 2021 through 2037. Subject to the limitations set forth in this Resolution, the 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 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 Series I 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

Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) 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 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) 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>
2021	\$955,000
2022	980,000
2023	980,000
2024	980,000
2025	990,000
2026	995,000
2027	995,000
2028	1,000,000
2029	1,010,000
2030	1,020,000
2031	1,030,000
2032	1,050,000
2033	1,065,000
2034	1,085,000
2035	1,115,000
2036	1,140,000
2037	1,165,000

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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 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) 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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. If determined in the Certificate of Award to be in the best interest of and financially advantageous to the County, the Bonds or portions thereof as designated and set forth in the Certificate of Award shall be subject to prior redemption by and at the sole option of the County, in whole or in part on any date, in integral multiples of \$5,000 at the optional redemption dates and at the redemption prices (expressed as a percentage of the principal amount redeemed) specified in the Certificate of Award plus, in each case, accrued interest to the redemption date, provided the earliest optional redemption date shall not be later than December 1, 2028 at redemption price not be greater than 100% of the principal amount to be redeemed; and provided, further that any Bonds not redeemed shall be in Authorized Denomination.

If optional redemption of Term Bonds at a redemption price exceeding 100% of the principal amount to be redeemed is to take place as of any Mandatory Redemption Date applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity to be redeemed on the same date by operation of the Mandatory Sinking Fund Redemption Requirements. Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution or passage of an ordinance. That notice shall specify the redemption date and the principal amount of each maturity of Bonds to be redeemed, and shall be given to the Bond Registrar 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 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 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 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 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 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 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 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series I 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 teams of the Refunded Bonds to make and perfect that call for prior redemption.

SECTION 8. Escrow Trustee. The initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, 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 Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0194

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$300,000.00, to refund at a lower interest cost all or a portion of the \$280,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years 2021 and 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, 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.</p>
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WHEREAS, pursuant to Resolution No. R2012-0203, adopted by the County Council on October 23, 2012, the County issued its \$1,205,000 of bonds (the "Series J Bonds"), as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A for the purpose described in Section 2 below; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$280,000 of the Series J Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 (those Series J Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Refunded Bonds, and (iii) 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 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, was not earlier than December 1, 2022, which is the final maturity date for the Series J 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

"Law Director" means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2022.

"Prosecuting Attorney" means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$280,000 of the Series J Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 that is to be refunded by the Bonds, as determined by the Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2.

"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 Council Clerk and signed by the County Executive and the 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.

"Series J Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series J Bond Legislation" means, collectively, Resolution No. R2012-0203, adopted by the Council on October 23, 2012, and the related certificate of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series J Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$300,000 (the “Bonds”) to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds to pay the 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 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 Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series J Bonds to be refunded (defined above as the “Refunded Bonds”), which may include all or a portion of the outstanding Series J Bonds stated to mature on December 1 in each of the years 2021 and 2022. Subject to the limitations set forth in this Resolution, the 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 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 Series J 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 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 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>
2021	\$150,000
2022	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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 Council Clerk. 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 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 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 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Council Clerk, 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 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 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 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 Council Clerk. 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

(e) 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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series J 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 initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 Council Clerk.

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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series to be purchased for the Escrow Fund, the Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 Council Clerk is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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.

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0195

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$225,000.00 to refund at a lower interest cost all or a portion of the \$205,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years 2021 and 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, 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.</p>
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WHEREAS, pursuant to Resolution No. R2012-0204, adopted by the County Council on October 23, 2012, the County issued its \$880,000 bonds (the "Series K Bonds"), as part of a consolidated issued of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A for the purpose described in Section 2 below; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$205,000 of the Series K Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 (those Series K Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Refunded Bonds, and (iii) 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 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, was

not earlier than December 1, 2022, which is the final maturity date for the Series K 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

"Council Clerk" means the Clerk of the Council of Cuyahoga County, Ohio.

"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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

"Fiscal Officer" means the Fiscal Officer of the County.

"Interest Payment Dates" means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

"Law Director" means the Director of Law of the County.

"Municipal Advisor" means Stifel, Nicolaus & Company, Incorporated.

"Original Purchasers" means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

"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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2022.

"Prosecuting Attorney" means the Prosecuting Attorney of the County.

"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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

"Refunded Bonds" means the portion of the \$205,000 of the Series K Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 that is to be refunded by the Bonds, as determined by the Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2.

"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 Council Clerk and signed by the County Executive and the 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.

"Series K Bonds" shall have the meaning set forth in the preamble to this Resolution.

"Series K Bond Legislation" means, collectively, Resolution No. R2012-0209, adopted by the Council on October 23, 2012, and the related certificate of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series K Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

"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 \$225,000 (the “Bonds”) to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued 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 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 the Fiscal Officer’s determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series K Bonds to be refunded (defined above as the “Refunded Bonds”), which may include all or a portion of the outstanding Series K Bonds stated to mature on December 1 in each of the years from 2021 and 2022. Subject to the limitations set forth in this Resolution, the 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 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 Series K 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 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 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>
2021	\$110,000
2022	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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 Council Clerk. 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 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 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 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Council Clerk, 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 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 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 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 Council Clerk. 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series K 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 initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 Council Clerk.

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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series to be purchased for the Escrow Fund, the Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 Council Clerk is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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 Meetings. 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 17. 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 15, 2020

Committee(s) Assigned: Finance & Budgeting

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0196

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$215,000.00 to refund at a lower interest cost all or a portion of the \$195,000.00 of the county's outstanding capital improvement and refunding bonds, series 2012, that are stated to mature on December 1 in each of the years from 2021 through 2022, all of which were issued as a part of a consolidated issue of capital improvement and refunding bonds, series 2012A, dated as of December 13, 2012, 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.</p>
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WHEREAS, pursuant to Resolution No. R2012-0205, adopted by the County Council on October 23, 2012, the County issued its \$847,000 bonds (the "Series L Bonds"), as part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A for the purpose described in Section 2 below; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) refund at a lower interest cost all or a portion of the \$195,000 of the Series L Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 through 2022 (those Series L Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the Refunded Bonds for redemption on December 1, 2020, the earliest optional redemption date for the Original Bonds, and (iii) 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 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, was not earlier than December 1, 2022, which is the final maturity date for the Series L 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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection © of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

“Council Clerk” means the Clerk of the Council of Cuyahoga County, Ohio.

“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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

“Fiscal Officer” means the Fiscal Officer of the County.

“Interest Payment Dates” means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

“Law Director” means the Director of Law of the County.

“Municipal Advisor” means Stifel, Nicolaus & Company, Incorporated.

“Original Purchasers” means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

“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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2022.

“Prosecuting Attorney” means the Prosecuting Attorney of the County.

“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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

“Refunded Bonds” means the portion of the \$195,000 of the Series L Bonds now outstanding that are stated to mature on December 1 in each of the years 2021 and 2022 that is to be refunded by the Bonds, as determined by the 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 Council Clerk and signed by the County Executive and the 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.

“Series L Bonds” shall have the meaning set forth in the preamble to this Resolution.

“Series L Bond Legislation” means, collectively, Resolution No. R2012-0205, adopted by the Council on October 23, 2012, and the related certificate of award dated November 29, 2012, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series L Bonds as a part of a consolidated issue of \$101,470,000 Capital Improvement and Refunding Bonds, Series 2012A, dated as of December 13, 2012.

“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 \$215,000 (the “Bonds”) to refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds to pay the 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 the Fiscal Officer’s determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series L Bonds to be refunded (as defined above, the “Refunded Bonds”), which may include all or a portion of the outstanding Series L Bonds stated to mature on December 1 in each of the years from 2021 and 2022. Subject to the limitations set forth in this Resolution, the 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 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 Series L 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 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 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>
2021	\$105,000
2022	110,000

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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 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, 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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 shall not be subject to optional redemption prior to maturity.

(iii) Partial Redemption. 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 Council Clerk. 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 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 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 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 such Fiscal Officer 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Council Clerk, 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 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 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 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 Council Clerk. 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

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 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, 2020. The Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., 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 Series D 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 initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 Council Clerk.

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 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 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 2012 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 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 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 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 December 1, 2020, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2020, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series Dre to be purchased for the Escrow Fund, the Fiscal Officer; the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 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 Council Clerk is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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 Meetings. 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 17. 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 15, 2020

Committee(s) Assigned: Finance & Budgeting

Bond Counsel: Calfee, Halter & Griswold LLP

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0197

<p>Sponsored by: County Executive Budish/Fiscal Officer/Office of Budget and Management</p>	<p>A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$51,875,000.00, to advance refund at a lower aggregate interest cost all or a portion of the \$41,005,000.00 of the county's outstanding Various Purpose Sales Tax Revenue Bonds, Series 2014A, dated as of December 17, 2014 that are stated to mature on December 1, 2029 and on December 1 in each of the years from 2032 through 2035, all of which were issued to provide funds to pay the cost of constructing, maintaining, expanding, refurbishing, renovating, upgrading, improving, furnishing and equipping various county buildings and refunding certain bonds previously issued, in each case together with the necessary appurtenances and work incidental thereto; declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, pursuant to Resolution Nos. R2014-0254 and R2014-0255, each adopted on November 25, 2014, the County issued its \$137,890,000 Various Purpose Sales Tax Revenue Bonds, Series 2014, dated December 17, 2014 (the "Series 2014 Sales Tax Bonds") for the purpose of providing funds to (i) pay or reimburse the cost of constructing, maintaining, expanding, refurbishing, renovating, upgrading, improving, furnishing and equipping the Cuyahoga County Administrative Headquarters, the Cuyahoga County Corrections Center, the Justice Center, the Cuyahoga County Juvenile Justice Center, the Medical Examiner's Office, the Office of Emergency Management, the Jane Edna Hunter Building and certain other related facilities and improvements operated by the County; (ii) pay the cost of refunding (a) the County's outstanding Sewer District Improvement Bonds, Series 2000, dated September 1, 2000, (b) the County's outstanding Sewer District Improvement Bonds, Series 2005, dated September 1, 2005, and (c) the County's outstanding Various Purpose General Obligation (Limited Tax) Bonds, Series 2009A (Tax-Exempt), dated December 16, 2009, (iii) pay capitalized interest on the Series 2014 Sales Tax Bonds; and (iv) pay certain costs of issuance of the Series 2014 Sales Tax Bonds; and

WHEREAS, this Council finds and determines that it is in the best interest of the County to (i) advance refund at a lower aggregate interest cost all or a portion of the

\$41,005,000 of the Series 2014 Sales Tax Bonds now outstanding that are stated to mature on December 1, 2029 and on December 1 in each of the years 2032 through 2035 (those Series 2014 Sales Tax Bonds to be refunded, to be finally determined and specified by the 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) exercise its option to call all of the outstanding Refunded Bonds for redemption on December 1, 2024, the earliest optional redemption date for the Series 2014 Sales Tax Bonds, and (iii) 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 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 Series 2014 Sales Tax Bonds, at least five years and that the maximum maturity of the Bonds is not earlier than December 1, 2035, which is the final maturity date for the Series 2014 Sales Tax Bonds to be refunded.

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, the Escrow 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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 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 Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Council Clerk 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.

“Council Clerk” means the Clerk of the Council of Cuyahoga County, Ohio.

“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 Council Clerk and signed by the County Executive and the 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 or trust company designated by the Fiscal Officer in the Certificate of Award 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.

“Fiscal Officer” means the Fiscal Officer of the County.

“Interest Payment Dates” means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2021, or such other date not later than December 1, 2021, as may be determined by the Fiscal Officer and specified in the Certificate of Award.

“Law Director” means the Director of Law of the County.

“Municipal Advisor” means Stifel, Nicolaus & Company, Incorporated.

“Original Purchasers” means RBC Capital Markets, LLC, Chicago, Illinois, and the other original purchasers designated by the Fiscal Officer in the Certificate of Award.

“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 Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2035.

“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 Council Clerk and signed by the County Executive and the Fiscal Officer in accordance with Section 6.

“Refunded Bonds” means the portion of the \$51,875,000 of the Series 2014 Sales Tax Bonds now outstanding that are stated to mature on December 1, 2029 and on December 1 in each of the years 2032 through 2035 that is to be refunded by the Bonds, as determined by the 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 the Series 2014 Sales Tax Bonds of those maturities.

“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 Council Clerk and signed by the County Executive and the 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.

“Series 2014 Sales Tax Bonds” shall have the meaning set forth in the preamble to this Resolution.

“Series 2014 Sales Tax Bond Legislation” means, collectively, Resolution Nos. R2014-0254 and R2014-0255, each adopted by the Council on November 25, 2014, and the related certificate of award dated December 4, 2014, signed by the Fiscal Officer, authorizing and providing for the issuance and sale of the Series 2014 Sales Tax Bonds.

“Tax-Exempt Bonds” means Bonds the interest on which is excluded from gross income of the holders thereof.

“Taxable Bonds” means Bonds the interest on which is not excluded from gross income of the holders thereof.

“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 \$51,875,000 (the “Bonds”) to advance refund at a lower aggregate interest cost the Refunded Bonds, which Refunded Bonds were issued to provide a portion funds for the purposes described in the preamble hereto, to pay a portion of the capitalized interest on the Series 2014 Sales Tax Bonds and to pay a portion of the expenses related to the issuance of the Series 2014 Sales Tax 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 the Fiscal Officer’s determination of the best interest of and financial advantages to the County, the Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Series 2014 Sales Tax Bonds to be refunded (defined above as the “Refunded Bonds”), which may include all or a portion of the outstanding Series 2014 Sales Tax Bonds stated to mature on December 1, 2029 and on December 1 in each of the years from 2032 through 2035. Subject to the limitations set forth in this Resolution, the 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, whether the Bonds or a separate series thereof shall be issued as Tax-Exempt Bonds or Taxable Bonds, 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 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 Series 2014 Sales Tax 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 or more series and only as fully registered bonds, in 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 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 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>
2021	\$910,000
2022	1,000,000
2023	1,010,000
2024	1,015,000
2025	1,025,000
2026	1,040,000
2027	1,055,000

2028	1,065,000
2029	7,740,000
2030	860,000
2031	875,000
2032	8,320,000
2033	8,480,000
2034	8,650,000
2035	8,830,000

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 Fiscal Officer in the Certificate of Award, consistently with the Fiscal Officer's determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with the Fiscal Officer's 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 Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued in one or more series, (ii) the aggregate principal amount of Bonds to be issued in each series 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 in each series 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 Fiscal Officer in the Certificate of Award consistent with the Fiscal Officer's 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 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 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 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 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. If determined in the Certificate of Award to be in the best interest of and financially advantageous to the County, the Bonds or portions thereof as designated and set forth in the Certificate of Award shall be subject to prior redemption by and at the sole option of the County, in whole or in part on any date, in integral multiples of \$5,000 at the optional redemption dates and at the redemption prices (expressed as a percentage of the principal amount redeemed) specified in the Certificate of Award plus, in each case, accrued interest to the redemption date, provided the earliest optional redemption date shall not be later than December 1, 2028 at redemption price not be greater than 100% of the principal amount to be redeemed; and provided, further that any Bonds not redeemed shall be in Authorized Denominations.

If optional redemption of Term Bonds at a redemption price exceeding 100% of the principal amount to be redeemed is to take place as of any Mandatory Redemption Date applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity to be redeemed on the same date by operation of the Mandatory Sinking Fund Redemption Requirements. Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution or passage of an ordinance. That notice shall specify the redemption date and the principal amount of each maturity of Bonds to be redeemed, and shall be given to the Bond Registrar at least 45 days prior to the

redemption date or such shorter period as shall be acceptable to the Bond Registrar. Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the 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 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 \$1,000 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 \$1,000 are then outstanding, each \$1,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$1,000. If it is determined that one or more, but not all, of the \$1,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$1,000 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 \$1,000 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 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 Fiscal Officer, shall be numbered as determined by the 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 initial Bond Registrar shall be designated by the Fiscal Officer in the Certificate of Award. The County Executive and the 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 Council Clerk. 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 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 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 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 unmaturing 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 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 Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer does not or is unable to do so, the 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 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 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 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 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 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 Fiscal Officer, the Prosecuting Attorney, the Law Director, the Council Clerk 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 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 Council Clerk, 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 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 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 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 Council Clerk. 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 Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The 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 Fiscal Officer shall consult with and obtain legal advice from, as appropriate, bond counsel or other qualified independent special counsel selected by the County. The 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. 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 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 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 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.

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 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, 2024. The Fiscal Officer is authorized and directed to give to The Huntington National Bank, 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 Series 2014 Sales Tax 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 initial Escrow Trustee shall be designated by the Fiscal Officer in the Certificate of Award 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 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 Council Clerk. 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 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 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 2014 Sales Tax 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 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 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 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 commencing December 1, 2021, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2024, 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 Fiscal Officer, the Escrow Trustee and the Municipal 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 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 Fiscal Officer or any other officer of the County, on behalf of the County and in his or her official capacity, may purchase and deliver such obligations, engage the services of a Municipal 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 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 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 provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the County shall be reduced by the amount of such revenues so available and appropriated.. 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 any Bonds that are issued as Tax-Exempt Bonds in such manner and to such extent as may be necessary so that (a) such Tax-Exempt 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 such Tax-Exempt 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 Tax-Exempt 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 Tax-Exempt 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 Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Tax-Exempt Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Tax-Exempt Bonds as the County is permitted 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 Tax-Exempt 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 Tax-Exempt 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 Tax-Exempt 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 Tax-Exempt Bonds and interest thereon.

Each covenant made in this Section with respect to the Tax-Exempt Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Tax-Exempt 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 Tax-Exempt 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 Tax-Exempt Bonds.

SECTION 13. Certification and Delivery of Resolution and Certificate of Award. The Council Clerk is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the 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 Calfee, Halter & Griswold 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 Council Clerk 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 Executive is authorized, on behalf of the County and in such officer's official capacity, to enter into a contract with that firm in a form approved by the Law Director 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 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 17. Effective Date. It is necessary that this Resolution become immediately effective for the preservation of public peace, health, or safety in the County and any additional reasons set forth in the preamble, including to achieve a favorable interest rate for the Bonds based on current municipal bond market conditions. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter.

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0198

<p>Sponsored by: County Executive Budish/Fiscal Officer and Department of Information Technology</p>	<p>A Resolution authorizing an amendment to Contract No. CE1500235-02 with N. Harris Computer Corporation for software implementation services for the Real Property Tax System for the period 10/1/2015 - 9/30/2020 to extend the time period to 12/31/2022, to change the terms, effective 10/1/2020; no additional funds required; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County Executive/Fiscal Officer and Department of Information Technology has recommended an amendment to Contract No. CE1500235-02 with N. Harris Computer Corporation for software implementation services for the Real Property Tax System for the period 10/1/2015 - 9/30/2020 to extend the time period to 12/31/2022, to change the terms, effective 10/1/2020; no additional funds required; and

WHEREAS, the primary goal of this project is to provide software implementation services for the Real Property Tax System; and

WHEREAS, the project is funded 100% by the Real Estate Assessment Fund; 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 authorizes an amendment to Contract No. CE1500235-02 with N. Harris Computer Corporation for software implementation services for the Real Property Tax System for the period 10/1/2015 - 9/30/2020 to extend the time period to 12/31/2022, to change the terms, effective 10/1/2020; no additional funds required.

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0199

<p>Sponsored by: County Executive Budish/Department of Health and Human Services/Cuyahoga Job and Family Services</p>	<p>A Resolution authorizing amendments to contracts with various providers for the Propel Cuyahoga - Workforce Services Program for the period 7/1/2019 - 6/30/2020 to extend the time period to 6/30/2021, to change the terms, effective 3/9/2020, and for additional funds; authorizing the County Executive to execute the amendments 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/Department of Health and Human Services/Cuyahoga Job and Family Services has recommended authorizing amendments to contracts with various providers for the Propel Cuyahoga - Workforce Services Program for the period 7/1/2019 - 6/30/2020 to extend the time period to 6/30/2021, to change the terms, effective 3/9/2020, and for additional funds as follows:

- a) No. CE1900202-01 with The Centers for Families and Children in the amount not-to-exceed \$2,912,110.29; and
- b) No. CE1900203-01 with Maximus Human Services Inc. in the amount not-to-exceed \$2,606,136.95; and

WHEREAS, the primary goals of this project are to increase: (a) employment attainment, (b) maintaining client eligibility, (c) matching to in-demand occupations, (d) retention of paid employment, and (e) wage and career advancement; and

WHEREAS, this project is funded 100% by Federal Temporary Assistance for Needy Families (TANF) funding; 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 authorizes amendments to contracts with various providers for the Propel Cuyahoga - Workforce Services Program for the period 7/1/2019 - 6/30/2020 to extend the time period to 6/30/2021, to change the terms, effective 3/9/2020, and for additional funds as follows:

- a) No. CE1900202-01 with The Centers for Families and Children in the amount not-to-exceed \$2,912,110.29.
- b) No. CE1900203-01 with Maximus Human Services Inc. in the amount not-to-exceed \$2,606,136.95.

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

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Health, Human Services & Aging

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0200

<p>Sponsored by: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood</p> <p>Co-sponsored by: Councilmembers Simon, Brown and Miller</p>	<p>A Resolution authorizing an amendment to a Master Contract, including Agreement Nos. AG1700045-01–15 and Contract Nos. CE1700125-01–10 and CE1700126-01–11, with various providers for expansion of Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2017 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed \$3,188,462.00; 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.</p>
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WHEREAS, the County Executive/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood has recommended an amendment to a Master Contract, including Agreement Nos. AG1700045-01–15 and Contract Nos. CE1700125-01–10 and CE1700126-01–11, with various providers for expansion of Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2017 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed \$3,188,462.00 as follows:

- a) Bedford City School District
- b) Berea City School District
- c) Cleveland Heights-University Heights City School District – Noble Elementary School
- d) Cleveland Heights-University Heights City School District – Gearity Elementary School
- e) Cleveland Heights-University Heights City School District – Oxford Elementary School
- f) Cleveland Municipal School District – Clark Elementary School
- g) Cleveland Municipal School District – Garfield Elementary School
- h) Cleveland Municipal School District – Sunbeam Elementary School
- i) Cleveland Municipal School District – Willow Elementary School
- j) Cleveland Municipal School District – William Cullen Bryant Elementary School
- k) Euclid City School District
- l) Garfield Heights City Schools

- m) Lakewood City Schools
- n) Maple Heights City School District
- o) Warrensville Heights City School District
- p) Menorah Park Center for Senior Living Bet Moschav Zekenim Hadati
- q) HLC Euclid, LLC dba Horizon Learning Centers – Euclid
- r) Horizon Education Centers – Market Square
- s) Horizon Education Centers – Old Brooklyn
- t) Advanced Solutions for Education, Inc. dba Horizon Child Development Center – Cleveland
- u) Robbie Lawrence-Willis – Little Achiever’s Learning Center
- v) Murtis Taylor Human Services System – Glenville/KRT Child Enrichment Center
- w) Murtis Taylor Human Services System – Mt. Pleasant Child Enrichment Center
- x) The Salvation Army of Greater Cleveland
- y) St. Peter's Child Care Center Inc.
- z) Catholic Charities Corporation – Early Childhood Center at Arbor Park
- aa) Catholic Charities Corporation – Early Learning Program St. Ignatius
- bb) Catholic Charities Corporation – Rainbow Terrace Head Start
- cc) The Centers for Families and Children
- dd) Council for Economic Opportunities in Greater Cleveland – William Patrick Day Early Learning Center
- ee) Council for Economic Opportunities in Greater Cleveland – Willard Head Start Center
- ff) Council for Economic Opportunities in Greater Cleveland – Puritas Head Start Center
- gg) Council for Economic Opportunities in Greater Cleveland – Green Road Early Learning Center
- hh) Council for Economic Opportunities in Greater Cleveland – George Forbes Early Learning Center
- ii) Council for Economic Opportunities in Greater Cleveland – Carl B. Stokes Head Start Center
- jj) Kids and Such, Inc. dba Creative Kids

WHEREAS, the primary goal of this project is to increase the quantity of 3 to 5-year old children in the County participating in a high-quality pre-school experience; and

WHEREAS, this project is funded 100% by Health and Human Services Levy funds; and

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

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

SECTION 1. That the Cuyahoga County Council hereby authorizes an amendment to a Master Contract, including Agreement Nos. AG1700045-01–15 and Contract Nos. CE1700125-01–10 and CE1700126-01–11, with various providers for expansion of Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2017 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed \$3,188,462.00 as follows:

- a) Bedford City School District
- b) Berea City School District
- c) Cleveland Heights-University Heights City School District – Noble Elementary School
- d) Cleveland Heights-University Heights City School District – Gearity Elementary School
- e) Cleveland Heights-University Heights City School District – Oxford Elementary School
- f) Cleveland Municipal School District – Clark Elementary School
- g) Cleveland Municipal School District – Garfield Elementary School
- h) Cleveland Municipal School District – Sunbeam Elementary School
- i) Cleveland Municipal School District – Willow Elementary School
- j) Cleveland Municipal School District – William Cullen Bryant Elementary School
- k) Euclid City School District
- l) Garfield Heights City Schools
- m) Lakewood City Schools
- n) Maple Heights City School District
- o) Warrensville Heights City School District
- p) Menorah Park Center for Senior Living Bet Moschav Zekenim Hadati
- q) HLC Euclid, LLC dba Horizon Learning Centers – Euclid
- r) Horizon Education Centers – Market Square
- s) Horizon Education Centers – Old Brooklyn
- t) Advanced Solutions for Education, Inc. dba Horizon Child Development Center – Cleveland
- u) Robbie Lawrence-Willis – Little Achiever’s Learning Center
- v) Murtis Taylor Human Services System – Glenville/KRT Child Enrichment Center
- w) Murtis Taylor Human Services System – Mt. Pleasant Child Enrichment Center
- x) The Salvation Army of Greater Cleveland
- y) St. Peter's Child Care Center Inc.
- z) Catholic Charities Corporation – Early Childhood Center at Arbor Park
- aa) Catholic Charities Corporation – Early Learning Program St. Ignatius
- bb) Catholic Charities Corporation – Rainbow Terrace Head Start
- cc) The Centers for Families and Children
- dd) Council for Economic Opportunities in Greater Cleveland – William Patrick Day Early Learning Center

- ee) Council for Economic Opportunities in Greater Cleveland – Willard Head Start Center
- ff) Council for Economic Opportunities in Greater Cleveland – Puritas Head Start Center
- gg) Council for Economic Opportunities in Greater Cleveland – Green Road Early Learning Center
- hh) Council for Economic Opportunities in Greater Cleveland – George Forbes Early Learning Center
- ii) Council for Economic Opportunities in Greater Cleveland – Carl B. Stokes Head Start Center
- jj) Kids and Such, Inc. dba Creative Kids

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

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Education, Environment & Sustainability

Additional Sponsorship Requested: September 23, 2020

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0201

<p>Sponsored by: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood</p> <p>Co-sponsored by: Councilmembers Simon, Brown and Miller</p>	<p>A Resolution authorizing an amendment to a Master Contract, including Agreement Nos. AG1800104-01 – AG1800106-01 and Contract Nos. CE1800261-01 – CE1800274-01 and CE1800277-01 – CE1800290-01, with various providers for Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2018 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed \$4,109,055.00; 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.</p>
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WHEREAS, the County Executive/Department of Health and Human Services/ Division of Community Initiatives/Office of Early Childhood has recommended an amendment to a Master Contract, including Agreement Nos. AG1800104-01 – AG1800106-01 and Contract Nos. CE1800261-01 – CE1800274-01 and CE1800277-01 – CE1800290-01, with various providers for Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2018 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed \$4,109,055.00 as follows:

- a) Brooklyn City School District – Brooklyn Preschool
- b) Catholic Charities Corporation – King Kennedy Head Start
- c) Catholic Charities Corporation – Parkview Head Start
- d) Catholic Charities Corporation – Riverside Head Start
- e) Catholic Charities Corporation – St. Philip Neri Head Start
- f) Catholic Charities Corporation – St. Thomas Aquinas
- g) Cirque du Kids, LLC
- h) Cleveland Children’s Daycare Academy, LLC
- i) Cleveland Municipal School District – Tremont Montessori School
- j) Council for Economic Opportunities in Greater Cleveland – Lakeview Terrace Head Start Center
- k) Council for Economic Opportunities in Greater Cleveland – Outhwaite Head Start Center

- l) Council for Economic Opportunities in Greater Cleveland – Union-Miles Head Start Center
- m) Council for Economic Opportunities in Greater Cleveland – Villa Head Start Center
- n) Early Childhood Enrichment Center, Inc.
- o) East Cleveland City School District – Superior Elementary School
- p) Gannon Gil Preschool of the Temple-Tifereth Israel, Inc.
- q) Hanna Perkins School
- r) Horizon Education Centers – North Olmsted Horizon Education Center
- s) Horizon Education Centers – Family Life Child Care Center of Lakewood
- t) Horizon Education Centers – Family Life Child Care Center of Berea
- u) Kiddie City Child Care Community, Inc.
- v) PM Foundation, Inc. dba Urban Community School
- w) Sandy’s Darlin’ Munchkins Family Child Care Home and Universal Pre-Kindergarten
- x) The Centers for Families and Children – Bingham Early Learning Center
- y) The Centers for Families and Children – Debra Ann November Early Learning Center
- z) The Centers for Families and Children – Gordon Square Early Learning Center
- aa) The Centers for Families and Children – McMillan Early Learning Center
- bb) The Centers for Families and Children – Wade Early Learning Center
- cc) The Cleveland Music School Settlement
- dd) The Merrick House
- ee) The Young Women’s Christian Association of Greater Cleveland, Ohio; and

WHEREAS, the primary goal of this project is to increase the quantity of 3 to 5-year old children in the County participating in a high-quality pre-school experience; and

WHEREAS, the funding for this project is 100% by Health and Human Services Levy funds; and

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

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

SECTION 1. That the Cuyahoga County Council hereby authorizes an amendment to a Master Contract, including Agreement Nos. AG1800104-01 – AG1800106-01 and Contract Nos. CE1800261-01 – CE1800274-01 and CE1800277-01 – CE1800290-01, with various providers for Universal Pre-Kindergarten in Cuyahoga County for the period 8/1/2018 - 7/31/2020 to extend the time period to 7/31/2021 and for additional funds in the total amount not-to-exceed \$4,109,055.00 as follows:

- a) Brooklyn City School District – Brooklyn Preschool
- b) Catholic Charities Corporation – King Kennedy Head Start
- c) Catholic Charities Corporation – Parkview Head Start
- d) Catholic Charities Corporation – Riverside Head Start
- e) Catholic Charities Corporation – St. Philip Neri Head Start
- f) Catholic Charities Corporation – St. Thomas Aquinas
- g) Cirque du Kids, LLC
- h) Cleveland Children’s Daycare Academy, LLC
- i) Cleveland Municipal School District – Tremont Montessori School
- j) Council for Economic Opportunities in Greater Cleveland – Lakeview Terrace Head Start Center
- k) Council for Economic Opportunities in Greater Cleveland – Outhwaite Head Start Center
- l) Council for Economic Opportunities in Greater Cleveland – Union-Miles Head Start Center
- m) Council for Economic Opportunities in Greater Cleveland – Villa Head Start Center
- n) Early Childhood Enrichment Center, Inc.
- o) East Cleveland City School District – Superior Elementary School
- p) Gannon Gil Preschool of the Temple-Tifereth Israel, Inc.
- q) Hanna Perkins School
- r) Horizon Education Centers – North Olmsted Horizon Education Center
- s) Horizon Education Centers – Family Life Child Care Center of Lakewood
- t) Horizon Education Centers – Family Life Child Care Center of Berea
- u) Kiddie City Child Care Community, Inc.
- v) PM Foundation, Inc. dba Urban Community School
- w) Sandy’s Darlin’ Munchkins Family Child Care Home and Universal Pre-Kindergarten
- x) The Centers for Families and Children – Bingham Early Learning Center
- y) The Centers for Families and Children – Debra Ann November Early Learning Center
- z) The Centers for Families and Children – Gordon Square Early Learning Center
- aa) The Centers for Families and Children – McMillan Early Learning Center
- bb) The Centers for Families and Children – Wade Early Learning Center
- cc) The Cleveland Music School Settlement
- dd) The Merrick House
- ee) The Young Women’s Christian Association of Greater Cleveland, Ohio

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

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

that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Education, Environment & Sustainability

Additional Sponsorship Requested: September 23, 2020

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0202

<p>Sponsored by: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood</p> <p>Co-sponsored by: Councilmembers Simon, Brown and Miller</p>	<p>A Resolution authorizing an amendment to Contract No. CE1800489-01 with Child Care Resource Center of Cuyahoga County, Inc. dba Starting Point for management, administration and implementation of various support services for the Universal Pre-Kindergarten Program for the period 1/1/2019 - 7/31/2020 to extend the time period to 7/31/2021, to change the scope of services and the terms, effective 4/1/2020, and for additional funds in the amount not-to-exceed \$1,863,724.00; 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.</p>
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WHEREAS, the County Executive/Department of Health and Human Services/ Division of Community Initiatives/Office of Early Childhood has recommended an amendment to Contract No. CE1800489-01 with Child Care Resource Center of Cuyahoga County, Inc. dba Starting Point for management, administration and implementation of various support services for the Universal Pre-Kindergarten Program for the period 1/1/2019 - 7/31/2020 to extend the time period to 7/31/2021, to change the scope of services and the terms, effective 4/1/2020, and for additional funds in the amount not-to-exceed \$1,863,724.00; and

WHEREAS, the primary goals of this project are to continue: (a) management of the Universal Pre-Kindergarten (UPK) Management Information system (MIS); (b) UPK Safety Net Scholarship program; (c) implementation of UPK family engagement; (d) resource coordination; and (e) program enhancement components to support the provision of high-quality Universal Pre-Kindergarten (UPK) programming in UPK sites; and

WHEREAS, the project is funded 100% by the Health and Human Services Levy; 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 authorizes an amendment to Contract No. CE1800489-01 with Child Care Resource Center of Cuyahoga County, Inc. dba Starting Point for management, administration and implementation of various support services for the Universal Pre-Kindergarten Program for the period 1/1/2019 - 7/31/2020 to extend the time period to 7/31/2021, to change the scope of services and the terms, effective 4/1/2020, and for additional funds in the amount not-to-exceed \$1,863,724.00.

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

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Education, Environment & Sustainability

Additional Sponsorship Requested: September 23, 2020

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0203

Sponsored by: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Homeless Services	A Resolution authorizing an amendment to Contract No. CE1700229-01 with Mental Health Services for Homeless Persons, Inc. dba FrontLine Service for coordinated intake and assessment services for homeless individuals and families for the period 1/1/2018 - 8/31/2020 to extend the time period to 12/31/2021 and for additional funds in the amount not-to-exceed \$800,000.00; 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.
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WHEREAS, the County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Homeless Services has recommended an amendment to Contract No. CE1700229-01 with Mental Health Services for Homeless Persons, Inc. dba FrontLine Service for coordinated intake and assessment services for homeless individuals and families for the period 1/1/2018 - 8/31/2020 to extend the time period to 12/31/2021 and for additional funds in the amount not-to-exceed \$800,000.00; and

WHEREAS, the primary goal of this amendment is to continue to provide homeless individuals with coordinated case management and care; and

WHEREAS, this project is funded as follows: (a) \$500,000.00 (67%) by the U.S. Department of Housing and Urban Development and (b) \$300,000.00 (33%) by the Ohio Development Agency; 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 authorizes an amendment to Contract No. CE1700229-01 with Mental Health Services for

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Health, Human Services & Aging

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0204

<p>Sponsored by: County Executive Budish/Department of Health and Human Services/Division of Community Initiatives/Office of Homeless Services</p>	<p>A Resolution authorizing an amendment to Contract No. CE1700066-01 with Lutheran Metropolitan Ministry for emergency shelter services for single adults at the Men’s Emergency Shelter, located at 2100 Lakeside Avenue, Cleveland, and coordination of overflow shelter services at various locations for the period 5/1/2017 - 12/31/2020 to change the scope of services, effective 9/29/2020, and for additional funds in the amount not-to-exceed \$3,627,924.00; 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.</p>
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WHEREAS, the County Executive/Department of Health and Human Services/ Division of Community Initiatives/Office of Homeless Services has recommended an amendment to Contract No. CE1700066-01 with Lutheran Metropolitan Ministry for emergency shelter services for single adults at the Men’s Emergency Shelter, located at 2100 Lakeside Avenue, Cleveland, and coordination of overflow shelter services at various locations for the period 5/1/2017 - 12/31/2020 to change the scope of services, effective 9/29/2020, and for additional funds in the amount not-to-exceed \$3,627,924.00; and

WHEREAS, the primary goals for this amendment are as follows: (1) reduce census at congregate shelters, (2) reduce the spread of COVID-19 among vulnerable homeless persons, and (3) support a public health approach that keeps staff, clients and general community safe during COVID-19; and

WHEREAS, this project is funded 100% by the COVID-19 Relief Fund; 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:

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Health, Human Services & Aging

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0205

<p>Sponsored by: County Executive Budish/Department of Health and Human Services/Division of Community Initiative/Office of Reentry</p>	<p>A Resolution making an award on RQ47422 to Enterprise Community Partners, Inc. in the amount not-to-exceed \$600,000.00 for a Justice Housing Plan and Implementation Strategy for the period 9/30/2020 - 12/31/2022; 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.</p>
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WHEREAS, the County Executive/Department of Health and Human Services/Division of Community Initiative/Office of Reentry has recommended an award on RQ47422 to Enterprise Community Partners, Inc. in the amount not-to-exceed \$600,000.00 for a Justice Housing Plan and Implementation Strategy for the period 9/30/2020 - 12/31/2022; and

WHEREAS, the primary goals of the project are to reduce housing instability and recidivism among reentrants; and

WHEREAS, this project is funded by (a) \$110,000.00 from a Federal Bureau of Justice Assistance Grant and (b) \$490,000.00 from Health and Human Services Levy Funds; 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 makes an award on RQ47422 to Enterprise Community Partners, Inc. in the amount not-to-exceed \$600,000.00 for a Justice Housing Plan and Implementation Strategy for the period 9/30/2020 - 12/31/2022.

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

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Public Safety & Justice Affairs

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0206

Sponsored by: County Executive Budish/Department of Public Safety and Justice Services	A Resolution making an award on RQ00089 to Selex ES Inc. in the amount not-to-exceed \$823,236.96 for the Fixed Automated License Plate Recognition Expansion Project for the period 9/15/2020 - 11/30/2023; 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.
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WHEREAS, the County Executive/Department of Public Safety and Justice Services has recommended an award on RQ00089 to Selex ES Inc. in the amount not-to-exceed \$823,236.96 for the Fixed Automated License Plate Recognition Expansion Project for the period 9/15/2020 - 11/30/2023.

WHEREAS, the primary goals of the project are for installation and maintenance of additional license plate reader cameras; and

WHEREAS, the project is 100% funded by FY2017 Urban Area Security Initiative Grant funds; 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 makes an award on RQ00089 to Selex ES Inc. in the amount not-to-exceed \$823,236.96 for the Fixed Automated License Plate Recognition Expansion Project for the period 9/15/2020 - 11/30/2023.

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

SECTION 3. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Public Safety & Justice Affairs

Journal CC039
September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0207

Sponsored by: County Executive Budish on behalf of Cuyahoga County Public Defender Commission	A Resolution authorizing a revenue generating agreement with City of Cleveland/Cleveland Municipal Court in the amount not-to-exceed \$2,237,350.00 for legal services for indigent persons for the period 1/1/2020 - 12/31/2020; 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.
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WHEREAS, the County Executive on behalf of Cuyahoga County Public Defender Commission has recommended a revenue generating agreement with City of Cleveland/Cleveland Municipal Court in the amount not-to-exceed \$2,237,350.00 for legal services for indigent persons for the period 1/1/2020 - 12/31/2020; and

WHEREAS, the primary goal of this project is to provide legal representation for indigent people in Cleveland Municipal Court; 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 authorizes a revenue generating agreement with City of Cleveland/Cleveland Municipal Court in the amount not-to-exceed \$2,237,350.00 for legal services for indigent persons for the period 1/1/2020 - 12/31/2020.

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

SECTION 3. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0208

<p>Sponsored by: County Executive Budish on behalf of Cuyahoga County Court of Common Pleas/Corrections Planning Board</p>	<p>A Resolution authorizing an amendment to Agreement No. AG1500004-01 with Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County for the Adult Probation Substance Abuse Residential Treatment Program for the period 1/1/2015 - 6/30/2020 to extend the time period to 6/30/2022 and for additional funds in the amount not-to-exceed \$1,200,000.00; 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.</p>
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WHEREAS, the County Executive on behalf of Cuyahoga County Court of Common Pleas/Corrections Planning Board has recommended an amendment to Agreement No. AG1500004-01 with Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County for the Adult Probation Substance Abuse Residential Treatment Program for the period 1/1/2015 - 6/30/2020 to extend the time period to 6/30/2022 and for additional funds in the amount not-to-exceed \$1,200,000.00; and

WHEREAS, the primary goal of this amendment is to continue to provide residential level of care services for probationers diagnosed with a Substance Use Disorder, including those diagnosed with an opioid related disorder; and

WHEREAS, the project is funded by the Ohio Department of Rehabilitation and Correction (ODRC) Justice Reinvestment and Incentive Grant (JRIG) and Targeted Community Alternatives to Prison; 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 authorizes an amendment to Agreement No. AG1500004-01 with Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County for the Adult Probation Substance Abuse Residential Treatment Program for the period 1/1/2015 - 6/30/2020 to extend the time period to 6/30/2022 and for additional funds in the amount not-to-exceed \$1,200,000.00.

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

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

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Public Safety & Justice Affairs

Journal CC039

September 29, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0168

<p>Sponsored by: Councilmember Simon on behalf of Cuyahoga County Planning Commission</p>	<p>A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of City of Middleburg Heights for conservation of ecologically significant areas in the Baldwin Creek Preserve in the City of Middleburg Heights, and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, Cuyahoga County has received a request from City of Middleburg Heights for a Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of City of Middleburg Heights for conservation of ecologically significant areas in the Baldwin Creek Preserve in the City of Middleburg Heights, pursuant to Ohio Revised Code Section 164.23; and

WHEREAS, the City of Middleburg Heights seeks to acquire three parcels in the City of Middleburg Heights, as well as the encumbrance of these three parcels and an additional adjacent city-owned parcel with Clean Ohio deed restrictions. The total project area of approximately 15.63 forested riparian acres will be preserved as natural area, open for public recreation in perpetuity, with additional investments by the City of Middleburg Heights to improve the property with passive infrastructure to facilitate recreational uses; and

WHEREAS, the project is known as “The Baldwin Creek Preserve” and is located in County Council District No. 4; and

WHEREAS, the total estimated project cost is \$400,000.00, of which \$300,000.00 is estimated for the Clean Ohio application; 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 Resources Assistance Councils for the purpose of preserving open spaces, sensitive ecological areas, and stream corridors; and

WHEREAS, the applications for the fifteenth-round funding under the Clean Ohio Fund Green Space Conservation Program are due on October 30, 2020 to the Cuyahoga County Natural Resources 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 for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of City of Middleburg Heights for conservation of ecologically significant areas in the Baldwin Creek Preserve, pursuant to Ohio Revised Code Section 164.23 and known as “The Baldwin Creek Preserve” Project.

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

SECTION 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

First Reading/Referred to Committee: September 15, 2020

Committee(s) Assigned: Education, Environment & Sustainability

[Clerk's Note: Council Consideration Withdrawn at the Request of the Applicant:
September 22, 2020]

Journal _____
_____, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0169

Sponsored by: Councilmember Simon on behalf of Cuyahoga County Planning Commission	A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in Baldwin Creek Greenway in the Cities of North Royalton and Parma, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, Cuyahoga County has received a request from West Creek Conservancy for a Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in Baldwin Creek Greenway in the Cities of North Royalton and Parma, pursuant to Ohio Revised Code Section 164.23; and

WHEREAS, West Creek Conservancy seeks to conserve a significant reach of upper Baldwin Creek with the Cities of North Royalton and Parma in an effort to capitalize on previous conservation/restoration initiatives. The project would perpetually protect over 20 acres of land/streamside forest and vital floodplain and riparian corridor (including over 3,000 LF of stream channel and 4+ acres of wetland); and

WHEREAS, the project is known as “Baldwin Creek Greenway” and is located in County Council District No. 4 and 5; and

WHEREAS, the total estimated project cost is \$1,050,000.00, of which \$720,000.00 is estimated for the Clean Ohio application; 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 Resources Assistance Councils for the purpose of preserving open spaces, sensitive ecological areas, and stream corridors; and

WHEREAS, the applications for the fifteenth-round funding under the Clean Ohio Fund Green Space Conservation Program are due on October 30, 2020 to the Cuyahoga County Natural Resources 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 for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of West Creek Conservancy for conservation of ecologically significant areas in Baldwin Creek Greenway, pursuant to Ohio Revised Code Section 164.23 and known as “Baldwin Creek Greenway” Project.

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

SECTION 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

First Reading/Referred to Committee: September 15, 2020
Committee(s) Assigned: Education, Environment & Sustainability

[Clerk's Note: Council Consideration Withdrawn at the Request of the Applicant:
September 22, 2020]

Journal _____
_____, 2020

County Council of Cuyahoga County, Ohio

Resolution No. R2020-0172

Sponsored by: Councilmember Simon on behalf of Cuyahoga County Planning Commission	A Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of City of Seven Hills for conservation of ecologically significant areas in Seven Hills Preserve in the City of Seven Hills, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, Cuyahoga County has received a request from City of Seven Hills for a Resolution supporting an application for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of City of Seven Hills for the conservation of ecologically significant areas in Seven Hills Preserve in the City of Seven Hills; pursuant to Ohio Revised Code Section 164.23; and

WHEREAS, The Seven Hills Preserve property consists of 20 acres of open space at the northern portion of the City of Seven Hills. The proposed entails the acquisition and permanent protection of the full 20-acre property by the City of Seven Hills. City Administration fully support the permanent preservation of this land for passive green space and public enjoyment. The City has a financial commitment in place to demonstrate their obligation to creating and maintaining this property in perpetuity as a passive green space that includes a restorative tree planting plan and walking trail. This property is strategically located to the east of North Park and to the south of Brooklyn Heights Park. With successful Clean Ohio funding, this property will connect over 85 acres of contiguous green space across numerous municipal boundaries; and

WHEREAS, the project is known as “Seven Hills Preserve” and is located in County Council District No. 6; and

WHEREAS, the total estimated project cost is \$600,000.00, of which \$181,000.00 is estimated for the Clean Ohio application; 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 Resources Assistance Councils for the purpose of preserving open spaces, sensitive ecological areas, and stream corridors; and

WHEREAS, the applications for the fifteenth-round funding under the Clean Ohio Fund Green Space Conservation Program are due on October 30, 2020 to the Cuyahoga County Natural Resources 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 for funding under the Clean Ohio Fund Green Space Conservation Program available through the Ohio Public Works Commission on behalf of City of Seven Hills for conservation of ecologically significant areas in Seven Hills Preserve, pursuant to Ohio Revised Code Section 164.23 and known as “Seven Hills Preserve” Project.

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

SECTION 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.

