

A resolution authorizing the issuance of not to exceed \$29,500,000 of bonds for the purpose of paying part of the cost of the constructing a new jail, and matters related to such bonds.

WHEREAS, this Board of County Commissioners (sometimes referred to herein as the "Board") has determined the necessity of constructing a new county jail facility on real property presently owned by this County (the "Project");

WHEREAS, the County Auditor has heretofore estimated that the life of the improvements and assets comprising the Project to be acquired with the proceeds of the bonds hereinafter referred to is at least five (5) years, and certified that the maximum maturity of such bonds issued therefore is forty (40) years; and

WHEREAS, this Board expects the debt service charges from time to time on such bonds will be paid from the general revenues of this County (the "Revenues");

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS, COUNTY OF FAIRFIELD, STATE OF OHIO:

SECTION 1. That it is necessary to issue and sell bonds of this County in the principal sum of not to exceed \$29,500,000 (the "Bonds") for the purpose of paying part of the costs of the Project and paying "financing costs," as defined in Section 133.01 of the Ohio Revised Code, related to the issuance of the Bonds under authority of and pursuant to the general laws of the State of Ohio, particularly Chapter 133 of the Ohio Revised Code.

SECTION 2. That the Bonds shall (i) be issued in a principal amount not to exceed the amount set forth above, for the purpose aforesaid, (ii) be dated, (iii) be of denominations, provided that each Bond shall be of a single maturity, (iv) mature or be subject to mandatory sinking fund redemption on dates and in amounts, provided that the final maturity of the Bonds shall be not later than December 31, 2045, and (v) bear interest payable semiannually on dates and at a rate or rates per annum, provided that the net interest cost payable by the County over the life of the Bonds shall not exceed five percent (5%) per annum, all as determined by the Executive

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Director of this Board without further action of this Board in a certificate of award (the "Certificate of Award") which determinations shall be conclusive.

The Bonds shall be subject to redemption prior to maturity at the option of the County upon such terms, at such times and at such price or prices (but in any case, not greater than 100% of the principal amount of the Bonds to be redeemed plus accrued interest to the redemption date), or not at all, as may be determined by the Executive Director of this Board and set forth in the Certificate of Award.

If fewer than all of the outstanding Bonds of a single maturity are called for redemption, the selection of Bonds to be redeemed, or portions thereof in amounts equal to the minimum authorized denomination of the Bonds (the "Minimum Authorized Denomination") or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar (as hereinafter defined) in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Bonds when Bonds of denominations greater than the Minimum Authorized Denomination are then outstanding, each Minimum Authorized Denomination unit of face value of principal thereof shall be treated as though it were a separate Bond of the denomination equal to the Minimum Authorized Denomination. If one or more, but not all, of such units of face value represented by a Bond are to be called for redemption, then upon notice of redemption of a Minimum Authorized Denomination unit or units, the registered holder of that Bond shall surrender the Bond to the Paying Agent and Registrar (a) for payment of the redemption price for the Minimum Authorized Denomination unit or units of face value called for redemption (including without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Bond or Bonds of the same series, 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.

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The notice of call for redemption of Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Paying Agent and Registrar on behalf of the County by mailing a copy of the redemption notice by certified mail, return receipt requested, at least 30 days prior to the date fixed for redemption, to the registered holder of each Bond subject to redemption in whole or in part at such registered holder's address shown on the Bond registration records on the fifteenth day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond. Notice having been mailed in the manner provided above, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Bonds or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Bonds or portions thereof at the place or places specified in that notice, such Bonds or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

The Bonds shall be designated "County Jail Improvement Bonds, Series 2014".

It is hereby determined by this Board that the issuance of the Bonds provided herein, including without limitation, the redemption provisions set forth above, are in the best interests of the County. It is hereby further determined that the refunding of the Prior Bonds will result in interest cost savings which will accrue to the benefit of this County, its citizens and taxpayers.

SECTION 3. That the Bonds shall express upon their faces the purpose for which they are issued and that they are issued in pursuance of this resolution. The Bonds shall be in fully registered form without coupons,

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shall bear the signatures of at least two members of this Board and of the County Auditor, provided that any or all such signatures may be facsimile signatures, may bear the seal of such County Auditor or a facsimile thereof, and shall bear the manual authenticating signature of an authorized representative of a bank or trust company designated by the Executive Director of this Board in the Certificate of Award without further action of this Board to serve as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Bonds. The principal amount of each Bond shall be payable at the principal office of the Paying Agent and the Registrar and interest thereon shall be made on each interest payment date to the person whose name appears on the record date (May 15 and November 15 for June 1 and December 1 interest, respectively) on the Bond registration records as the registered holder thereof, by check or draft mailed to such registered holder at his address as it appears on such registration records.

The Bonds shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the principal office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. The County and the Paying Agent and Registrar shall not be required to transfer any Bond during the 15-day period preceding any interest payment date or preceding any selection of Bonds to be redeemed, or after such Bond has been selected for partial or complete redemption, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor.

The County and the Paying Agent and Registrar may deem and treat the registered holders of the Bonds as the absolute owners thereof for all

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purposes, and neither the County nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

SECTION 4. That for the payment of the Bonds and the interest thereon, the full faith, credit, and revenue of the County are hereby irrevocably pledged, and for the purpose of providing the necessary funds to pay the interest on the Bonds promptly when and as the same falls due, and also to provide a fund sufficient to discharge the Bonds at maturity or upon mandatory sinking fund redemption, there shall be and is hereby levied on all the taxable property in the County within applicable limitations, in addition to all other taxes, a direct tax annually during the period the Bonds are to run in an amount sufficient to provide funds to pay interest upon the Bonds as and when the same falls due and also to provide a fund for the discharge of the principal of the Bonds at maturity or upon mandatory sinking fund redemption, which tax shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Constitution of Ohio.

Said tax shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of said years are certified, extended or collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof. The Revenues to be applied to debt service on the Bonds and the funds derived from said tax levies hereby required shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the interest on and the principal of the Bonds when and as the same shall fall due; provided, that in each year to the extent that the Revenues or moneys from other sources are available for the payment of debt service on the Bonds and are appropriated for such purpose, the amount of such tax shall be reduced by the amount of the Revenues or such moneys so available and appropriated.

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SECTION 5. That the Bonds shall be sold to one or more entities (singly or collectively, the "Purchaser"), by negotiated or competitive sale, at not less than 97% of the principal amount thereof, plus accrued interest to the date of delivery, as determined by the Executive Director of this Board without further action of this Board in the Certificate of Award pursuant to the Purchaser's offer to purchase which either of such officer is hereby authorized to accept. The Executive Director of this Board, at least two members of this Board or the County Auditor, or any of them, are hereby separately authorized, alone or with others, to execute and deliver a purchase agreement for the Bonds (the "Purchase Agreement") in such form as may be approved by the officer executing the same, such officer's execution thereof on behalf of the County to be conclusive evidence of such authorization and approval, and to make the necessary arrangements with the Purchaser to establish the date, location, procedure and conditions for the delivery of the Bonds to the Purchaser, to give all appropriate notices and certificates and to take all steps necessary to effect the due execution and delivery of the Bonds pursuant to the provisions of the Purchase Agreement. The proceeds from the sale of the Bonds, except as any premium and accrued interest received, shall be deposited in an appropriate fund and used for the purpose aforesaid and for no other purpose and for which purpose such proceeds are hereby appropriated. Any premium and accrued interest received from such sale shall be transferred to the bond retirement fund to be applied in the manner provided by law.

SECTION 6. That this Board hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, as may be necessary after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed

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thereunder, including any expenditure requirements, investment limitations or rebate requirements. Without limiting the generally of the foregoing, this Board represents and covenants that not more than 10% of the improvements financed with the proceeds of the Bonds shall be used directly or indirectly in the trade or business of any person that is not an "exempt person" within the meaning of the Code. The County Auditor or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of this County on the date of delivery of the Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

The Bonds are hereby designated as "qualified tax-exempt obligations" to the extent permitted by Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and not already deemed so designated. This Board finds and determines that the reasonable anticipated amount of qualified tax-exempt obligations (other than private activity bonds) which will be issued by the County during this calendar year does not and the board hereby covenants that, during such year, the amount of tax-exempt obligations issued by the County and designated as "qualified tax-exempt obligations" for such purpose will not exceed \$10,000,000. The County Auditor and other appropriate officers, and any of them, are authorized to take such actions and give such certifications on behalf of the County with respect to the reasonably anticipated amount of tax-exempt obligations to be issued by the County during this calendar year and with respect to such other matters as appropriate under Section 265(b)(3).

SECTION 7. That at least two members of this Board and the County Auditor are separately hereby authorized, alone or with others, to execute and deliver an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Bonds as a

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part of the Consolidated Bond Issue in such form as such officer may approve, the execution thereof by such officer to be conclusive evidence of such authorization and approval.

SECTION 8. That the members of this Board, the County Auditor or any other officer, employee or agent of this County, are each hereby separately authorized, alone or with others to apply for a municipal bond insurance policy with respect to the Bonds, and accept a commitment therefor, if the Purchaser should recommend the same, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the premium and expenses relating to any such insurance policy from the proceeds of the Bonds is hereby authorized if the County Auditor determines in the Certificate of Award that the present value of the interest cost savings on the Bonds resulting from the insurance policy is greater than the premium to be charged for the insurance policy, which determination shall be conclusive.

SECTION 9. That the members of this Board, the County Auditor, or any other officer, employee or agent of this County, are each hereby separately authorized, alone or with others to apply for a rating from one or more national rating services with respect to the Bonds, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the Bonds is hereby authorized.

SECTION 10. That the law firm of Peck, Shaffer & Williams, A Division of Dinsmore & Shohl LLP be and is hereby retained as bond counsel to the County to prepare the necessary authorization and related closing documents for the issuance, sale and delivery of the Bonds and, if appropriate, rendering its approving legal opinion in connection therewith in accordance with the written agreement presently on file with the County which at least two members of this Board and the County Auditor are each hereby separately authorized to execute and deliver on behalf of the County, with such changes thereto not substantially adverse to the County as may

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be approved by such officers. The approval of such changes by such officers, and that the same are not substantially adverse to the County, shall be conclusively evidenced by the execution of such agreement by such officers. Such law firm shall be compensated by the County for the above services in accordance with such written agreement.

SECTION 11. That at least two members of this Board or the County Auditor are separately hereby authorized, alone or with others, to prepare and distribute to prospective purchasers of the Bonds and other interested parties, a preliminary official statement with respect to the Bonds on behalf of this County, which shall be in substantially the form heretofore submitted to this Board with such changes thereto as such officials may approve, and which shall be deemed final for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1) except for certain information excluded therefrom in accordance with such Rule and which will be provided in the final official statement. At least two members of this Board and the County Auditor are hereby separately authorized, alone or with others, to prepare, execute and deliver a final official statement with respect to the Bonds on behalf of the County, which shall be in such form as the officials signing the same may approve, and which shall be deemed to be final for purposes of Securities and Exchange Commission Rule 15c2-12(b)(3), their execution thereof on behalf of the County to be conclusive evidence of such authorization and approval, and copies thereof are hereby authorized to be prepared and furnished to the purchaser of the Bonds for distribution to prospective purchasers of the Bonds and other interested persons.

The County hereby covenants and agrees that it will execute, comply with and carry out all of the provisions of a continuing disclosure certificate dated the date of issuance and delivery of the Bonds (the "Continuing Disclosure Certificate") in connection with the issuance of the Bonds. Failure to comply with any such provisions of the Continuing Disclosure Certificate shall not constitute a default on the Bonds; however, any holder of the Bonds may

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take such action as may be necessary and appropriate, including seeking specific performance, to cause the County to comply with its obligations under this paragraph and the Continuing Disclosure Certificate.

SECTION 12. That for purposes of this Resolution, the following terms shall have the following meanings:

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

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its Participants or otherwise, a book entry system to record ownership of beneficial interests in Bonds or principal and interest, 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.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

All or any portion of the Bonds may be initially issued to a Depository for use in a book entry system, and the provisions of this Section shall apply to such Bonds, notwithstanding any other provision of this Resolution. If and as long as a book entry system is utilized with respect to any of such Bonds: (i) each Bond shall have a single maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners of Bonds in book entry form shall have no right to receive Bonds in the form of

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physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (v) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by this County. Debt service charges on Bonds in book entry form registered in the name of a Depository or its nominee shall be payable in the manner provided in this County's agreement with the Depository to the Depository or its authorized representative (i) in the case of interest, on each interest payment date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

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

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The County Auditor is authorized and directed without further action of this Board to execute, acknowledge and deliver, in the name of and on behalf of this County, a blanket letter agreement between this County and The Depository Trust Company, as Depository, to be delivered in connection with the issuance of the Bonds to the Depository for use in a book entry system, and to take all other actions the County Auditor deems appropriate in issuing the Bonds under a book entry system.

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

Prepared by: Rachel Elsea

Signature Page

Resolution No. 2014-06.10.d

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(Fairfield County Commissioners)

Upon the motion of Commissioner David L. Levacy, seconded by Commissioner Steven A. Davis, this resolution has been Adopted:

Voting:

Mike Kiger, President	Aye
David L. Levacy, Vice President	Aye
Steven A. Davis	Aye

Board of County Commissioners
Fairfield County, Ohio

CERTIFICATE OF CLERK

It is hereby certified that the foregoing is a true and correct transcript of a resolution acted upon by the Board of County Commissioners, Fairfield County, Ohio on the date noted above.



Rachel Elsea, Clerk
Board of County Commissioners
Fairfield County, Ohio