



**AGENDA**  
**CUYAHOGA COUNTY COUNCIL REGULAR MEETING**  
**TUESDAY, SEPTEMBER 25, 2012**  
**CUYAHOGA COUNTY JUSTICE CENTER**  
**COUNCIL CHAMBERS – 1<sup>ST</sup> FLOOR**  
**5:00 PM**

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. PLEDGE OF ALLEGIANCE**
- 4. SILENT MEDITATION**
- 5. PUBLIC COMMENT RELATED TO AGENDA**
- 6. APPROVAL OF MINUTES**
  - a) September 11, 2012 Regular Meeting
- 7. ANNOUNCEMENTS FROM THE COUNCIL PRESIDENT**
- 8. MESSAGES FROM THE COUNTY EXECUTIVE**
  - a) Contracts executed by County Executive (attachment)
- 9. RECEPTION OF REPORT SUBMITTED TO COUNCIL**
  - a) Revised 2013 Budget for the Cuyahoga County Veterans Service Commission

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

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

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

Sponsor: Council President Connally

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

Sponsor: Council President Connally

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

- a) M2012-0024: A Motion confirming the County Executive's appointment of individuals to serve on the Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County, and declaring the necessity that this Motion become immediately effective:

- 1) Stephanie J. FallCreek
- 2) Mary O. Boyle
- 3) William J. Tobin
- 4) Elsie Caraballo

Sponsor: Council President Connally

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

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

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

Sponsor: Council President Connally

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

Sponsors: Councilmember Rogers on behalf of Cuyahoga County Solid Waste Management District

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

- a) O2012-0022: An Ordinance designating an additional five percent of all collections of delinquent real property, personal property and manufactured and mobile home taxes and assessments to be deposited in the delinquent tax and assessment collection fund; and appropriating such amount to the use of the Cuyahoga County Land Reutilization Corporation.

Sponsors: Councilmembers Brady and Miller

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

- a) R2012-0191: A Resolution amending the 2012/2013 Biennial Operating Budget for 2012 by providing for additional fiscal appropriations from the General Fund and other funding sources, for appropriation transfers between budget accounts, and for cash transfers between budgetary funds, in order to meet the budgetary needs of various County departments, offices and agencies; and declaring the necessity that this Resolution become immediately effective.

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

**15. CONSIDERATION OF RESOLUTIONS FOR FIRST READING ADOPTION UNDER  
SUSPENSION OF RULES / EXECUTIVE SESSION**

- a) R2012-0192: A Resolution accepting the report containing findings and recommendations of Fact-Finder Nels E. Nelson regarding negotiations between the Cuyahoga County Department of Public Works and Service Employees International Union, District 1199, for a collective bargaining agreement covering approximately 111 employees in various classifications, and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Department of Public Works

- b) R2012-0193: A Resolution accepting the report containing findings and recommendations of Fact-Finder Nels E. Nelson regarding negotiations between the Cuyahoga County Sheriff's Department and Ohio Patrolmen's Benevolent Association for a collective bargaining agreement covering approximately 140 employees in the classification of Deputy Sheriff, and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/County Sheriff

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

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

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

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

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

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

Sponsor: County Executive FitzGerald/Department of Development

Bond Counsel: Squire, Sanders & Dempsey

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

Sponsor: County Executive FitzGerald/Department of Human Resources

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

Sponsor: County Executive FitzGerald/Office of Procurement & Diversity

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

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

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

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

Sponsors: County Executive FitzGerald/Fiscal Officer and Councilmember Simon

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

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

Bond Counsel: Squire, Sanders & Dempsey

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

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

Bond Counsel: Squire, Sanders & Dempsey

- j) R2012-0203: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$1,205,000.00 to provide

funds to pay costs of acquiring radios and other communications equipment, together with all necessary appurtenances, for use in carrying out functions of the sheriff's department; and declaring the necessity that this Resolution become immediately effective.

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

Bond Counsel: Squire, Sanders & Dempsey

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

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

Bond Counsel: Squire, Sanders & Dempsey

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

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

Bond Counsel: Squire, Sanders & Dempsey

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

incidental thereto; and declaring the necessity that this Resolution become immediately effective.

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

Bond Counsel: Squire, Sanders & Dempsey

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

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

Bond Counsel: Squire, Sanders & Dempsey

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

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



Bond Counsel: Squire, Sanders & Dempsey

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

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

Bond Counsel: Squire, Sanders & Dempsey

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

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

Bond Counsel: Squire, Sanders & Dempsey

- r) R2012-0211: A Resolution providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$110,000.00 to advance refund at a lower interest cost all or a portion of the \$110,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Water Improvement No. 2300), that are stated to mature on

December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Water Improvement No. 2300 in County Sewer District No. 23 in Chagrin Falls Township; and declaring the necessity that this Resolution become immediately effective.

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

Bond Counsel: Squire, Sanders & Dempsey

#### **17. COMMITTEE REPORT AND CONSIDERATION OF A RESOLUTION FOR SECOND READING**

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

Sponsor: County Executive FitzGerald/Department of Development

Committee Assignment and Chair: Economic Development & Planning – Schron

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

- a) R2012-0182: A Resolution accepting the rates as determined by the Budget Commission; authorizing the necessary tax levies and certifying them to the County Fiscal Officer; and declaring the necessity that this Resolution become immediately effective.

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

Committee Assignment and Chair: Finance & Budgeting – Miller

- b) R2012-0183: A Resolution declaring that public convenience and welfare requires repair and resurfacing of Harvard Avenue from Newburgh Heights West Corporation Line to East 54<sup>th</sup> Street in the Village of Newburgh Heights; total estimated construction cost \$650,000.00; finding

that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into an agreement of cooperation with said municipality in connection with said project.

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

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

- c) R2012-0184: A Resolution declaring that public convenience and welfare requires rehabilitation of North Main Street Bridge No. 00.12 over the Chagrin River in the Village of Chagrin Falls; total estimated construction cost \$2,900,000.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into an agreement of cooperation with said municipality in connection with said project.

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

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

- d) R2012-0185: A Resolution declaring that public convenience and welfare requires resurfacing of Sprague Road from Broadview Road to State Road in the Cities of Broadview Heights, North Royalton and Parma; total estimated construction cost \$1,550,000.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into agreements of cooperation with said municipalities in connection with said project.

Sponsors: County Executive FitzGerald/Department of Public Works/  
Division of County Engineer and Councilmembers Gallagher and Germana

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

- e) R2012-0186: A Resolution granting above-ground and underground Standard Easements for Electric Facilities to City of Cleveland for installing, constructing, reconstructing, operating, supplementing, repairing, maintaining, relocating, removing and renewing underground electric lines consisting of cable, ducts, conduits, fixtures, equipment and

appliances and such other underground electric facilities as are deemed necessary or convenient for the purpose of distributing electricity, located on and above certain property located on the Eastern side of, and below, the Brooklyn/Brighton Bridge (West 25<sup>th</sup> Street) abutting old Pearl Road, Cleveland, Permanent Parcel Nos. 014-24-009 and 014-23-999; and authorizing the County Executive to execute all documents required in connection with said easements and consistent with this Resolution.

Sponsor: County Executive FitzGerald/Department of Public Works

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

- f) R2012-0187: A Resolution making an award on RQ24597 to En Pointe Technologies Sales, Inc. in the amount not-to-exceed \$3,577,071.15 for a Microsoft Enterprise Agreement for products and services for the period 6/30/2012 - 6/29/2017; and authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution.

Sponsors: County Executive FitzGerald/Department of Information Technology and Councilmembers Miller, Jones and Germana

Committee Assignment and Chair: Finance & Budgeting – Miller

- g) R2012-0188: A Resolution authorizing an amendment to Contract No. CE0900604-01, 04 with Starting Point for administration of various initiatives of the Universal Pre-Kindergarten Program for the Invest in Children Program for the period 8/1/2009 - 7/31/2011 to extend the time period to 7/31/2013, to change the scope of services, effective 8/1/2012, and for additional funds in the amount of \$566,865.00; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.

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

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

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

documents consistent with said award and this Resolution; and declaring the necessity that this Resolution become immediately effective.

Sponsors: County Executive FitzGerald/Department of Public Works and Councilmember Gallagher

Committee Assignment and Chair: Public Safety – Gallagher

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

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

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

#### **20. COMMITTEE REPORTS AND CONSIDERATION OF ORDINANCES FOR SECOND READING ADOPTION UNDER SUSPENSION OF RULES**

- a) O2012-0027: An Ordinance authorizing the renaming of the Cuyahoga County Urban Area Working Group (UAWG) to the Cuyahoga County Emergency Services Advisory Board (CCESAB); authorizing said Board to establish and amend its bylaws to comply with mandates of the Ohio Revised Code and to update membership of the Board; and declaring the necessity that this Ordinance become immediately effective.

Sponsor: County Executive FitzGerald/Department of Public Safety and Justice Services/Division of Emergency Management

Committee Assignment and Chair: Public Safety – Gallagher

- b) O2012-0028: An Ordinance authorizing the renaming of the Cuyahoga Regional Information System (CRIS) Advisory Board to the Regional Enterprise Data Sharing System (REDSS) Advisory Board; authorizing said Board to establish and amend its bylaws to comply with mandates of the Ohio Revised Code and to update membership of the Board; and declaring the necessity that this Ordinance become immediately effective.

Sponsor: County Executive FitzGerald/Department of Public Safety and Justice Services/Division of Information Technology

Committee Assignment and Chair: Public Safety – Gallagher

**21. MISCELLANEOUS COMMITTEE REPORTS**

**22. MISCELLANEOUS BUSINESS**

**23. PUBLIC COMMENT UNRELATED TO AGENDA**

**24. ADJOURNMENT**

NEXT MEETING

REGULAR MEETING:

TUESDAY, OCTOBER 9, 2012  
5:00 PM / COUNCIL CHAMBERS

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



**MINUTES**  
**CUYAHOGA COUNTY COUNCIL REGULAR MEETING**  
**TUESDAY, SEPTEMBER 11, 2012**  
**CUYAHOGA COUNTY JUSTICE CENTER**  
**COUNCIL CHAMBERS – 1<sup>ST</sup> FLOOR**  
**5:00 PM**

**1. CALL TO ORDER**

**The meeting was called to order by Council President Connally at 5:02 p.m.**

**2. ROLL CALL**

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

**3. PLEDGE OF ALLEGIANCE**

**The Pledge of Allegiance was recited.**

**4. SILENT MEDITATION**

**Council President Connally requested a moment of silent meditation be dedicated in memory of the September 11<sup>th</sup> tragedy.**

**5. PUBLIC COMMENT RELATED TO AGENDA**

**Mr. Loree Soggs, representing the Cleveland Building and Construction Trades Council, addressed Council regarding issues of concern to him relating to Resolution No. R2012-0189, a Resolution making an award on RQ22640 to Brigadier Construction Services, LLC, in the amount of \$6,444,000.00 for the Cuyahoga County Corrections Center Jail Kitchen Renovation Project.**

## 6. APPROVAL OF MINUTES

- a) August 28, 2012 Committee of the Whole Meeting
- b) August 28, 2012 Work Session
- c) August 28, 2012 Regular Meeting

**A motion was made by Ms. Conwell, seconded by Mr. Brady and approved by unanimous vote to approve the minutes of the Committee of the Whole meeting, work session and regular meeting of August 28, 2012.**

## 7. ANNOUNCEMENTS FROM THE COUNCIL PRESIDENT

**Council President Connally reported the following:**

- 1) **A forum presented by the Cleveland Metropolitan Bar Association in association with the Cuyahoga County Board of Elections, Cuyahoga County Library and The Cleveland Plain Dealer regarding election law will be held at the Board of Elections on Wednesday, September 12, 2012 at 7:00 p.m. The event is free and open to the public. All are encouraged to participate.**

## 8. MESSAGES FROM THE COUNTY EXECUTIVE

**County Executive FitzGerald reported the following:**

- 1) **Attended the Democratic National Convention in Charlotte, NC and met with representatives of the Charlotte Chamber of Commerce to discuss how the DNC was awarded to the city. Cleveland is a comparable city to Charlotte and is likely to host such an event in 2016 or 2020. He encouraged Council to participate in bringing one or both of the political conventions to Cleveland;**
- 2) **An agreement has been signed between the County and the Cities of Bedford, Bedford Heights and Maple Heights for the consolidation of 9-1-1 centers;**
- 3) **Approximately 46 communities have signed on to the anti-poaching agreement;**
- 4) **Nominees to the Charter Review Commission have been submitted to Council; and**
- 5) **Provided an update regarding the voting process for vote by mail, early voting and ballots discarded due to poll worker errors.**



9. CONSIDERATION OF A MOTION OF COUNCIL FOR FIRST READING AND REFERRAL TO COMMITTEE

- a) M2012-0024: A Motion confirming the County Executive's appointment of individuals to serve on the Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County, and declaring the necessity that this Motion become immediately effective:

- 1) Stephanie J. FallCreek
- 2) Mary O. Boyle
- 3) William J. Tobin
- 4) Elsie Caraballo

Sponsor: Council President Connally

**Council President Connally referred Motion No. M2012-0024 to the Human Resources, Appointments & Equity Committee.**

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

- a) O2012-0022: An Ordinance designating an additional five percent of all collections of delinquent real property, personal property and manufactured and mobile home taxes and assessments to be deposited in the delinquent tax and assessment collection fund; and appropriating such amount to the use of the Cuyahoga County Land Reutilization Corporation.

Sponsors: Councilmembers Brady and Miller

Committee Assignment and Chair: Finance & Budgeting – Miller

**Clerk Schmotzer read Ordinance No. O2012-0022 into the record.**

**This item will move to the September 25, 2012 Council meeting agenda for consideration for third reading adoption.**

11. CONSIDERATION OF RESOLUTIONS FOR FIRST READING ADOPTION UNDER SUSPENSION OF RULES

**A motion was made by Ms. Simon, seconded by Mr. Gallagher and approved by unanimous roll-call vote to suspend Rules 9D and 12A and to place on final passage Resolution Nos. R2012-0179, R2012-0180 and R2012-0181.**

- a) R2012-0179: A Resolution amending the 2012/2013 Biennial Operating Budget for 2012 by providing for additional fiscal appropriations from the

General Fund and other funding sources, for appropriation transfers between budget accounts, and for cash transfers between budgetary funds, in order to meet the budgetary needs of various County departments, offices and agencies; and declaring the necessity that this Resolution become immediately effective.

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

**On a motion by Mr. Miller with a second by Mr. Germana, Resolution No. R2012-0179 was considered and adopted by unanimous vote.**

- b) R2012-0180: A Resolution making awards on RFQ24937 to various title insurance companies in connection with the Cuyahoga County Real Estate Property Portfolio Consolidation Project; authorizing the County Executive or Director of Law to execute the contracts and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective:

- 1) Chicago Title Insurance Company
- 2) First American Title Insurance Company

Sponsor: County Executive FitzGerald/Department of Law

**On a motion by Mr. Schron with a second by Mr. Gallagher, Resolution No. R2012-0180 was considered and adopted by unanimous vote.**

- c) R2012-0181: A Resolution making an award on RFQ24674 to Tucker Ellis LLP in the amount not-to-exceed \$450,000.00 for outside legal services in connection with the Cuyahoga County Real Estate Property Portfolio Consolidation Project; directing the Cuyahoga County Prosecutor to file an application with the Court of Common Pleas for said retention in accordance with Ohio Revised Code Section 305.14; authorizing the County Executive or Director of Law 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 FitzGerald/Department of Law on behalf of Cuyahoga County Prosecutor's Office

**On a motion by Mr. Greenspan with a second by Ms. Simon, Resolution No. R2012-0181 was considered and adopted by majority vote, with Councilmember Schron recusing himself from the vote.**

12. CONSIDERATION OF RESOLUTIONS FOR FIRST READING AND REFERRAL TO COMMITTEE

- a) R2012-0182: A Resolution accepting the rates as determined by the Budget Commission; authorizing the necessary tax levies and certifying them to the County Fiscal Officer; and declaring the necessity that this Resolution become immediately effective.

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

**Council President Connally referred Resolution No. R2012-0182 to the Finance & Budgeting Committee.**

- b) R2012-0183: A Resolution declaring that public convenience and welfare requires repair and resurfacing of Harvard Avenue from Newburgh Heights West Corporation Line to East 54<sup>th</sup> Street in the Village of Newburgh Heights; total estimated construction cost \$650,000.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into an agreement of cooperation with said municipality in connection with said project.

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

**Council President Connally referred Resolution No. R2012-0183 to the Public Works, Procurement & Contracting Committee.**

- c) R2012-0184: A Resolution declaring that public convenience and welfare requires rehabilitation of North Main Street Bridge No. 00.12 over the Chagrin River in the Village of Chagrin Falls; total estimated construction cost \$2,900,000.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into an agreement of cooperation with said municipality in connection with said project.

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

**Council President Connally referred Resolution No. R2012-0184 to the Public Works, Procurement & Contracting Committee.**

- d) R2012-0185: A Resolution declaring that public convenience and welfare requires resurfacing of Sprague Road from Broadview Road to State Road

in the Cities of Broadview Heights, North Royalton and Parma; total estimated construction cost \$1,550,000.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into agreements of cooperation with said municipalities in connection with said project.

Sponsors: County Executive FitzGerald/Department of Public Works/  
Division of County Engineer and **Councilmember Gallagher**

**Council President Connally referred Resolution No. R2012-0185 to the Public Works, Procurement & Contracting Committee.**

- e) R2012-0186: A Resolution granting above-ground and underground Standard Easements for Electric Facilities to City of Cleveland for installing, constructing, reconstructing, operating, supplementing, repairing, maintaining, relocating, removing and renewing underground electric lines consisting of cable, ducts, conduits, fixtures, equipment and appliances and such other underground electric facilities as are deemed necessary or convenient for the purpose of distributing electricity, located on and above certain property located on the Eastern side of, and below, the Brooklyn/Brighton Bridge (West 25<sup>th</sup> Street) abutting old Pearl Road, Cleveland, Permanent Parcel Nos. 014-24-009 and 014-23-999; and authorizing the County Executive to execute all documents required in connection with said easements and consistent with this Resolution.

Sponsor: County Executive FitzGerald/Department of Public Works

**Council President Connally referred Resolution No. R2012-0186 to the Public Works, Procurement & Contracting Committee.**

- f) R2012-0187: A Resolution making an award on RQ24597 to En Pointe Technologies Sales, Inc. in the amount not-to-exceed \$3,577,071.15 for a Microsoft Enterprise Agreement for products and services for the period 6/30/2012 - 6/29/2017; and authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution.

Sponsor: County Executive FitzGerald/Department of Information Technology

**Council President Connally referred Resolution No. R2012-0187 to the Finance & Budgeting Committee.**

- g) R2012-0188: A Resolution authorizing an amendment to Contract No. CE0900604-01, 04 with Starting Point for administration of various

initiatives of the Universal Pre-Kindergarten Program for the Invest in Children Program for the period 8/1/2009 - 7/31/2011 to extend the time period to 7/31/2013, to change the scope of services, effective 8/1/2012, and for additional funds in the amount of \$566,865.00; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.

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

**Council President Connally referred Resolution No. R2012-0188 to the Health, Human Services & Aging Committee.**

- h) R2012-0189: A Resolution making an award on RQ22640 to Brigadier Construction Services, LLC, in the amount of \$6,444,000.00 for the Cuyahoga County Corrections Center Jail Kitchen Renovation Project; authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution; and declaring the necessity that this Resolution become immediately effective.

Sponsor: County Executive FitzGerald/Department of Public Works

**Council President Connally referred Resolution No. R2012-0189 to the Public Safety Committee.**

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

**A motion was made by Ms. Simon, seconded by Mr. Gallagher and approved by unanimous vote to suspend Rule 9D and to place on final passage Resolution Nos. R2012-0164, R2012-0173, R2012-0175, R2012-0176, R2012-0177 and R2012-0178.**

- a) R2012-0164: A Resolution making an award on RQ23994 to Americab Transportation, Inc. in the amount not-to-exceed \$3,000,000.00 for transportation services for the Division of Employment and Family Services for the period 9/1/2012 - 8/31/2014; 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 FitzGerald/Fiscal Officer/Office of Procurement and Diversity

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

**On a motion by Mr. Brady with a second by Mr. Miller, Resolution No. R2012-0164 was considered and adopted by unanimous vote.**

- b) R2012-0173: A Resolution making an award on RQ24294 to Terrace Construction Company, Inc. in the amount not-to-exceed \$6,957,014.80 for the improvement of East 105th Street/Martin Luther King Drive Intersection in the City of Cleveland; and authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution.

Sponsor: County Executive FitzGerald/Department of Public Works/  
Division of County Engineer and Councilmembers Conwell, Rogers and Jones

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

**On a motion by Mr. Jones with a second by Mr. Germana, Resolution No. R2012-0173 was considered and adopted by unanimous vote.**

- c) R2012-0175: A Resolution making awards on RQ23133 to various providers for Universal Pre-Kindergarten services for the period 8/1/2012 - 7/31/2013; authorizing the County Executive to execute the contracts and all other documents consistent with said awards and this Resolution; and declaring the necessity that this Resolution become immediately effective:
- 1) Achievement Centers for Children in the amount not-to-exceed \$31,761.00.
  - 2) Ganon Gil Preschool of the Temple Tifereth Israel, Inc. in the amount not-to-exceed \$46,407.00.
  - 3) Hanna Perkins School in the amount not-to-exceed \$36,433.00.
  - 4) Cassandra Rene Thompson in the amount not-to-exceed \$28,752.00
  - 5) Ericka L. Elmore in the amount not-to-exceed \$20,045.00
  - 6) Positive Beginnings Childcare & Preschool in the amount not-to-exceed \$10,563.00.
  - 7) Yolanda Casas-Knight in the amount not-to-exceed \$37,360.00.
  - 8) Catholic Charities Community Services Corporation - Riverside Head Start in the amount not-to-exceed \$6,473.60.
  - 9) Catholic Charities Community Services Corporation - St. Martin de Porres Head Start in the amount not-to-exceed \$6,473.60.
  - 10) Catholic Charities Community Services Corporation - St. Philip Neri Head Start in the amount not-to-exceed \$181,824.00.
  - 11) Center for Families and Children - Bingham Early Learning Center in the amount not-to-exceed \$114,598.00.

- 12) Center for Families and Children - Mather Early Learning Center in the amount not-to-exceed \$114,485.00.
- 13) Center for Families and Children - McMillan Early Learning Center in the amount not-to-exceed \$191,083.00.
- 14) Center for Families and Children - Wade Early Learning Center in the amount not-to-exceed \$198,300.00.
- 15) Early Childhood Enrichment Center, Inc. in the amount not-to-exceed \$164,664.00.
- 16) Lakewood Beginnings Child Development Center, Inc. in the amount not-to-exceed \$95,070.00.
- 17) Kiddie City Child Care Community, Inc. in the amount not-to-exceed \$175,530.00.
- 18) Parma Pre-School, Inc. in the amount not-to-exceed \$171,785.00.
- 19) Guidestone - Family Life Child Care Center of Berea in the amount not-to-exceed \$250,084.00.
- 20) Guidestone - Family Life Child Care Center of Brook Park in the amount not-to-exceed \$122,344.00.
- 21) Guidestone - Family Life Child Care Center of Lakewood in the amount not-to-exceed \$123,232.00.
- 22) Guidestone - Family Life Child Care Center of Maple Heights in the amount not-to-exceed \$73,886.00.
- 23) Guidestone - Family Life Child Care Center of Middleburg Heights in the amount not-to-exceed \$100,718.00.
- 24) The Cleveland Music School Settlement in the amount not-to-exceed \$68,224.00.
- 25) The East End Neighborhood House Association in the amount not-to-exceed \$128,893.00.
- 26) The Merrick House in the amount not-to-exceed \$100,415.00.
- 27) The Young Women's Christian Association of Greater Cleveland, Ohio in the amount not-to-exceed \$165,679.00.
- 28) West Side Ecumenical Ministry - Archwood Health Start in the amount not-to-exceed \$98,341.00.
- 29) West Side Ecumenical Ministry - Gilbert Head Start in the amount not-to-exceed \$67,344.00.
- 30) West Side Ecumenical Ministry - Youth & Family Learning Center in the amount not-to-exceed \$97,545.00.

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

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

**On a motion by Mr. Brady with a second by Mr. Gallagher, Resolution No. R2012-0175 was considered and adopted by unanimous vote.**

d) R2012-0176: A Resolution authorizing various contracts with The Salvation Army of Greater Cleveland in connection with the FY2011 Continuum of Care Homeless Assistance Grant Programs and the McKinney-Vento Homeless Assistance Act; authorizing the County Executive to execute the contracts and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective:

- 1) PASS Supportive Housing Program in the amount not-to-exceed \$265,549.00 for the period 8/1/2012 - 7/31/2013.
- 2) PASS Transitional Housing Program in the amount not-to-exceed \$527,499.00 for the period 10/1/2012 - 9/30/2013.

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

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

**On a motion by Mr. Brady with a second by Mr. Rogers, Resolution No. R2012-0176 was considered and adopted by unanimous vote.**

e) R2012-0177: A Resolution authorizing a contract with Emerald Development and Economic Network, Inc. in the amount not-to-exceed \$1,464,552.00 for the Shelter Plus Care Tenant-based Rental Assistance Program in connection with the McKinney-Vento Homeless Assistance Act for the period 8/1/2012 - 7/31/2013; authorizing the County Executive to execute the contract and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.

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

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

**On a motion by Mr. Brady with a second by Ms. Conwell, Resolution No. R2012-0177 was considered and adopted by unanimous vote.**

f) R2012-0178: A Resolution authorizing amendments to contracts with various providers for placement services for the period 10/1/2011 - 6/30/2012 to extend the time period to 12/31/2013 and for additional funds; 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:

- 1) No. CE1100613-01 with New Directions, Inc. in the amount not-to-exceed \$216,000.00.
- 2) No. CE1100626-01 with Pressley Ridge in the amount not-to-exceed \$2,866,572.00.

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

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

**On a motion by Mr. Brady with a second by Ms. Conwell, Resolution No. R2012-0178 was considered and adopted by unanimous vote.**

#### 14. CONSIDERATION OF ORDINANCES FOR FIRST READING AND REFERRAL TO COMMITTEE

- a) O2012-0027: An Ordinance authorizing the renaming of the Cuyahoga County Urban Area Working Group (UAWG) to the Cuyahoga County Emergency Services Advisory Board (CCESAB); authorizing said Board to establish and amend its bylaws to comply with mandates of the Ohio Revised Code and to update membership of the Board; and declaring the necessity that this Ordinance become immediately effective.

Sponsors: County Executive FitzGerald/Department of Public Safety and Justice Services/Division of Emergency Management

**Council President Connally referred Ordinance No. O2012-0027 to the Public Safety Committee.**

- b) O2012-0028: An Ordinance authorizing the renaming of the Cuyahoga County Regional Information System (CRIS) to the Cuyahoga County Regional Enterprise Data Sharing System (REDSS); authorizing said Board to establish and amend its bylaws to comply with mandates of the Ohio Revised Code and to update membership of the Board; and declaring the necessity that this Ordinance become immediately effective.

Sponsors: County Executive FitzGerald/Department of Public Safety and Justice Services/Division of Information Technology

**Council President Connally referred Ordinance No. O2012-0028 to the Public Safety Committee.**

15. COMMITTEE REPORTS AND CONSIDERATION OF ORDINANCES FOR SECOND READING ADOPTION UNDER SUSPENSION OF RULES

**A motion was made by Ms. Simon, seconded by Mr. Rogers and approved by unanimous vote to suspend Rule 9D and to place on final passage Ordinance Nos. O2012-0023 and O2012-0024.**

- a) O2012-0023: An Ordinance providing for adoption of various changes to the Cuyahoga County Non-Bargaining Classification Plan, and declaring the necessity that this Ordinance become immediately effective.

Sponsors: County Executive FitzGerald on behalf of Human Resource Commission

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

**On a motion by Ms. Conwell with a second by Mr. Miller, Ordinance No. O2012-0023 was considered and adopted by unanimous vote.**

- b) O2012-0024: An Ordinance providing for adoption of various changes to the Cuyahoga County Non-Bargaining Salary Schedules, and declaring the necessity that this Ordinance become immediately effective.

Sponsors: County Executive FitzGerald on behalf of Human Resource Commission

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

**On a motion by Ms. Conwell with a second by Ms. Simon, Ordinance No. O2012-0024 was considered and adopted by unanimous vote.**

16. MISCELLANEOUS COMMITTEE REPORTS

**Mr. Brady reported that the Health, Human Services & Aging Committee will meet on Thursday, September 20, 2012 at 1:00 p.m.**

**Mr. Miller reported that the Finance & Budgeting Committee will meet on Monday, September 17, 2012 at 1:00 p.m.**

**Ms. Conwell reported that the Human Resources, Appointments & Equity Committee will meet on Thursday, September 20, 2012 at 10:00 a.m.**

**Mr. Jones reported that the Public Works, Procurement & Contracting Committee will meet on Thursday, September 20, 2012 at 11:00 a.m.**

**17. MISCELLANEOUS BUSINESS**

**Council President Connally discussed various new internal procedures being implemented by Council staff designed to organize new projects and initiatives.**

**Mr. Schron offered further reflections on the anniversary of the September 11<sup>th</sup> tragedy.**

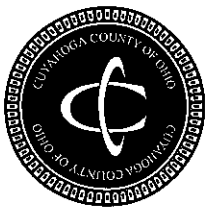
**Mr. Germana announced that he is one of the co-chairs of the National Alliance on Mental Illness (NAMI) Walk being held on Saturday, September 22, 2012 at 10:00 a.m.**

**18. PUBLIC COMMENT UNRELATED TO AGENDA**

**No public comments were given.**

**19. ADJOURNMENT**

**With no further business, Council President Connally adjourned the meeting at 5:56 p.m., without objection.**



**EDWARD FITZGERALD**  
Cuyahoga County Executive

September 11, 2012

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

Dear Council President Connally,

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

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

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David Merriman". The signature is fluid and cursive, with a large initial 'D'.

David Merriman  
Special Assistant to the Executive

**Department, Summary**

Common Pleas Court, submitting an RFP exemption on RQ12853, which will result in an amendment to Contract No. CE0800654-03 with Sadler-NeCamp Financial Services, Inc. dba PROWARE for maintenance on the Civil Criminal Justice Information System for the period 1/1/2008 - 1/31/2013 for additional funds in the amount not-to-exceed \$173,645.00.

Common Pleas Court/Corrections Planning Board, recommending an award on RQ23380 and enter into a Contract No. CE1200542-01, 02 with Microgenics Corporation in the amount not- to-exceed \$465,000.00 for on-site drug detection services for the period 7/1/2012 - 6/30/2015. (Deputy Chief Approval No. DC2012-43 - authority to seek proposals.)

Common Pleas Court/Corrections Planning Board, submitting a contract with Cuyahoga County Community Corrections Association (4CA), Inc., in the amount not-to-exceed \$425,000.00 for residential halfway house substance abuse treatment services for the period 7/1/2012 -6/30/2013.

Common Pleas Court/Corrections Planning Board, submitting an agreement with Cuyahoga County Sheriff's Office in the amount not-to-exceed \$93,500.00 for offender apprehension services for the Intensive Special Probation Felony Diversion Program in connection with the FY2013 Community Corrections Act Grant Program for the period 7/1/2012 - 6/30/2013.

Common Pleas Court/Corrections Planning Board, submitting an agreement with Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County in the amount not-to-exceed \$174,345.00 for intensive out-patient substance abuse treatment services for offenders in the Early Intervention Program in connection with the FY2013 Community Corrections Act Grant Program for the period 7/1/2012 - 6/30/2013.

Common Pleas Court/Corrections Planning Board, submitting an agreement with Cuyahoga County Board of Developmental Disabilities for forensic liaison services for the Offenders with Developmental Disabilities Program in connection with the FY2012 Community Corrections Act Grant Program for the period 7/1/2012 - 6/30/2013 for additional funds in the amount not-to- exceed \$32,200.00.

Common Pleas Court/Corrections Planning Board, submitting an amendment to Agreement No. AG1100055-01, 02, 03 with Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County for administration and fiscal agent services for the Dually Diagnosed Offender Intensive Outpatient and Aftercare Program in connection with the FY2012 Community Corrections Act Grant Program for the period 7/1/2011 - 6/30/2012 to extend the time period to 6/30/2013 and for additional funds in the amount of \$210,612.00.

Common Pleas Court/Corrections Planning Board, submitting an amendment to Contract No. CE1100408-01, 02 with Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County for the Mental Health Program for the period 7/1/2011 - 6/30/2012 to extend the time period to 6/30/2013 and for additional funds in the amount of \$123,500.00.

Common Pleas Court/Corrections Planning Board, submitting an amendment to Contract No. CE1100312-01, 02 with Cuyahoga County Community Corrections Association (4CA), Inc., for residential halfway house substance abuse treatment services for the period 7/1/2011 - 6/30/2012 for additional funds in the amount not-to-exceed \$47,845.00.

County Sheriff, submitting an amendment to Contract No. CE1200039-01 with Consilium Staffing, LLC for medical and psychiatric services for the period 1/1/2012 - 12/31/2012 to change the scope of services; no additional funds required.

County Planning Commission, recommending an award on RQ23806 and enter into a Contract No. CE1200496-01 with Spectrum Energy Concepts, Inc. in the amount not-to-exceed \$50,000.00 for energy management consultant services for the Municipal Energy Program for the period for the period 8/6/2012 - 9/30/2012.

County Sheriff, requesting approval of an alternative procurement process and an exemption from aggregation of Contracts on RQ24203 for legal advertisement of notice of foreclosure sale for delinquent land taxes for the period 8/1/2012 - 7/31/2013. (Contracting and Purchasing Ordinance, Section 4.4.b.17 and 3.5.a.)

County Sheriff, submitting a contract with Smiths Detection, Inc., in the amount of \$116,300.00 for maintenance on security x-ray machines for various County buildings for the period 1/1/2012 - 12/31/2014.

County Sheriff, submitting a grant award from U.S. Department of Justice, Office of Community Oriented Policing Services in the amount of \$1,000,000.00 for the FY2012 COPS Hiring Program for the period 6/1/2012 - 5/31/2015.

County Sheriff, submitting a grant award from U.S. Department of Justice, Office of Community Oriented Policing Services in the amount of \$1,000,000.00 for the FY2012 COPS Hiring Program for the period 6/1/2012 - 5/31/2015.

County Sheriff, submitting a Memorandum of Understanding with National Purchasing Partners for marketing and administrative services for the procurement of goods and services for the Joint Purchasing Program.

County Sheriff, submitting an amendment to Contract No. CE1200031-01 with Schwarz Uniform Corporation for correction uniforms for the period 11/1/2011 - 10/31/2013 for additional funds in the amount of \$75,000.00.

County Sheriff, submitting an RFP exemption on RQ24643 for a U.S. Communities/joint cooperative purchase, which will result in an award recommendation to Cleveland Communications in the amount not-to-exceed \$1,204,191.88 for the purchase of mobile and portable multi-band radios.

County Sheriff, submitting an RFP exemption, which will result in an award recommendation on RQ24573 to Motorola Solutions, Inc. in the amount of \$54,221.60 for APX radio accessories for use by County Sheriff's Office (State Contract No. 573077-0/ORC 125.04(B)).

Department of Development, submitting a contract with National Council for Community Development, Inc. dba The National Development Council in the amount not-to-exceed \$93,500.00 for consultant services for housing and economic development opportunities for the period 8/1/2012 - 12/31/2013.

Department of Health & Human Services, submitting an amendment to Contract No. CE0900646-01 with Towards Employment, Incorporated for the Reentry Employment and Training Program for the period 7/1/2009 - 6/30/2012 to extend the time period to 3/31/2013, to change the terms, effective 7/1/2012 and for additional funds in the amount of \$180,000.00.

Department of Health & Human Services/Division of Employment and Family Services, submitting a contract with Starting Point for referral agency services in the amount of \$70,704.00 for the period of 8/1/2012 - 7/31/2013.

Department of Information Technology, submitting a state contract with Environmental Systems Research Institute, Inc. in the amount not-to-exceed \$10,205.00 for maintenance on ArchInfo Concurrent Use software for the period 1/1/2012 - 12/31/2012.

Department of Public Safety and Justice Services/Public Safety Grants, submitting an agreement with the City of Parma Heights in the amount not-to-exceed \$6,339.81 for reimbursement of eligible training expenses in connection with the FY2010 Interoperable Emergency Communications Grant Program for the period 6/1/2010 - 12/31/2012.

Department of Public Safety and Justice Services/Public Safety Grants, submitting an amendment to Agreement No. AG1200096-01 with Lake County Board of Commissioners for reimbursement of eligible expenses in connection with the FY2009 State Homeland Security- Law Enforcement Grant Program for the period 8/1/2009 - 5/31/2012 to extend the time period 7/31/2012; no additional funds required.

Department of Public Safety and Justice Services/Public Safety Grants, submitting an amendment to Agreement No. AG1100024-01 with Cuyahoga County Sheriff for the Deputy Rehire Project for the period 10/1/2009 - 12/31/2012 to extend the time period to 9/30/2013 and to change the scope of services, effective 3/16/2012.

Department of Public Safety and Justice Services/Public Safety Grants, submitting an agreement with City of Cleveland in the amount not-to-exceed \$8,153.10 for reimbursement of eligible training expenses in connection with the FY2009 Port Security Grant Program for the period 5/30/2012 - 11/30/2012.

Department of Public Works, submitting an agreement of cooperation with Village of Bentleyville for resurfacing of Solon Road from Maple Street to Solon North Corporation Line.

Department of Development, recommending an award on RQ23776 and enter into a contract with Neighborhood Housing Services of Greater Cleveland, Inc. in the amount not-to-exceed \$330,000.00 for administration of the Cuyahoga County Down Payment Assistant Program for the period 8/20/2012 - 8/19/2013.

Department of Development, recommending awards to various municipalities, each in the amount of \$30,000.00, for the Master Plan Project for the Community Development Block Grant Program for the period 8/15/2012 - 7/31/2013: a) City of North Royalton b) City of South Euclid c) Village of Bratenahl d) Village of Cuyahoga Heights

Department of Development, submitting a contract with BDL General Contracting, Inc. in the amount of \$5,555.00 for Lead Remediation for property located at 436 East 255th Street, Euclid, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 8/6/2012 - 10/5/2012.

Department of Development, submitting a contract with BDL General Contracting, Inc. in the amount of \$8,000.00 for Lead Remediation for property located at 1960 Idlehurst Drive, Euclid, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 8/13/2012 - 10/12/2012.

Department of Development, submitting a contract with C.B. Mullins Construction Company, Inc. in the amount of \$16,530.00 for Lead Remediation of property located at 1152 Carlyon Road, East Cleveland, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 8/13/2012 - 10/12/2012.

Department of Development, submitting a contract with HzW Environmental Consultants, LLC in the amount not-to-exceed \$35,000.00 for a brownfield environmental site assessment of property located at 1200 West 76th Street, Cleveland, for the period 8/20/2012 - 2/16/2013.

Department of Development, submitting a contract with MAE Construction LLC in the amount of \$2,540.00 for Lead Remediation for property located at 4697 Ridge Road, Brooklyn, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 8/6/2012 - 10/5/2012.

Department of Development, submitting a contract with Property Rejuvenation, Inc. in the amount of \$19,321.00 for Lead Remediation of property located at 4035 Ellison Road, South Euclid, in connection with the FY2010 Lead-Based Paint Hazard Control and Lead Hazard Reduction Demonstration Grant Program for the period 8/13/2012 - 10/12/2012.

Department of Health & Human Services, submitting an RFP exemption, which will result in an amendment to Contract No. CE0900646-01 with Towards Employment, Incorporated for the Reentry Employment and Training Program for the period 7/1/2009 - 6/30/2012 to extend the time period to 3/31/2013 and for additional funds in the amount of \$180,000.00.

Department of Health and Human Services, Community Initiatives Division/Office of Homeless Services, submitting an amendment to Contract No. CE1100491-01 with Stella Maris Inc. for transitional housing and recovery services for homeless men for the period 7/1/2011 - 6/30/2012 to extend the time period to 10/31/2012 and for additional funds in the amount of \$65,000.00.



Department of Health and Human Services, Community Initiatives Division/Office of Early Childhood, submitting a grant award in the amount of \$150,000.00 from William J. and Dorothy K. O'Neill Foundation for FY2012-2013 Positively Moms Initiative for the period 8/1/2012 - 7/31/2013.

Department of Health and Human Services, Community Initiatives Division/Office of Early Childhood, submitting an amendment to a grant award from the William J. and Dorothy K. O'Neill Foundation in the amount of \$150,000.00 for FY2011-2012 Positively Moms Initiative for the period 8/1/2011 - 7/31/2012 to extend the time period to 12/31/2012.

Department of Health and Human Services, Community Initiatives Division/Office of Early Childhood, submitting an amendment to Contract No. CE1100634-01 with Educational Service Center of Cuyahoga County for fiscal and administrative services for the Help Me Grow Home Visiting Program for the period 7/1/2011 -6/30/2012 to extend the time period to 6/30/2013; no additional funds required.

Department of Health and Human Services, Community Initiatives Division/Office of Early Childhood, submitting an RFP exemption on RQ23133, which will result in an amendment to Contract No. CE0900604-01 with Starting Point for administration of various initiatives of the Universal Pre-Kindergarten Program for the Invest in Children Program for the period 8/1/2009 - 7/31/2012 to extend the time period to 7/31/2013 and for additional funds in the amount of \$566,865.00.

Department of Health and Human Services, Community Initiatives Division/Office of Homeless Services, submitting an RFP exemption which will result in an amendment to Contract No. CE1100491-01 with Stella Maris Inc. for transitional housing and recovery services for homeless men for the period 7/1/2011 - 6/30/2012 to extend the time period to 10/31/2012 and for additional funds in the amount of \$65,000.00.

Department of Health and Human Services, Community Initiatives Division/Office of Reentry, submitting an amendment to Contract No. CE1000249-01 with Oriana House, Inc. for operation of a Neighborhood Reentry Resource Center for the period 2/1/2010 - 7/31/2012 to extend the time period to 12/31/2012, to change the terms, effective 8/1/2012; no additional funds required.

Department of Health and Human Services, Division of Employment & Family Services, submitting an amendment to Contract No. CE1000704-01 with US Together, Inc. for language interpreter and translation services for various County departments for the period 9/1/2010 - 8/31/2012 to extend the time period to 8/31/2013 and for additional funds in the amount of \$120,000.00.

Department of Health and Human Services, Division of Employment and Family Services, submitting an amendment to Contract No. CE1100595-01 with Enterprise Community Partners, Inc. for Earned Income Tax Credit, Child and Dependent Care Tax Credit Program services and tax preparation assistance to low and moderate income families for the period 7/1/2011 - 6/30/2012 to extend the time period to 6/30/2013 and for additional funds in the amount not-to-exceed \$250,000.00.

Department of Health and Human Services, Division of Employment & Family Services, submitting an amendment to Agreement No. AG1000272-01 with Cuyahoga County Office of Human Resources for criminal

background checks for Ohio Works First applicants for the period 9/1/2010 - 8/31/2012 to extend the time period to 8/31/2013, and for additional funds in the amount of \$15,000.00.

Department of Health and Human Services, Division of Children & Family Services, submitting a contract with The Mokita Center Inc. in the amount not-to-exceed \$14,000.00 for Sex Offender assessment services for the period 9/1/2012 - 8/31/2013.

Department of Health and Human Services, Division of Children & Family Services, submitting an amendment to Contract No. CE1100611- 01 with Glenn Mills Schools for placement services for the period 10/1/2011 - 6/30/2012 to extend the time period 12/31/2013, to change the terms effective 7/1/2012 and for additional funds in the amount not-to-exceed \$87,606.00.

Department of Health and Human Services, Division of Children & Family Services, submitting an RFP exemption on RQ24784, which will result in contracts with various providers each in the amount of \$5,000.00 for recruitment services for the Partners for Forever Families Initiative for the Adoption Opportunities Program.a) Catholic Charities (Fatima Center) b) The East End Neighborhood House c) Harvard Community Services Center d) Murtis Taylor Human Service System (Mt Pleasant) e) University Settlement, Inc.

Department of Health and Human Services, Division of Children and Family Services, submitting a sole source exemption which will result in a contract with Outcome Referrals Services in the amount of \$450,000.00 for core outcomes referrals services, implementation, customization and consultant services for the period 10/1/2012 - 9/30/2014.

Department of Health and Human Services, Division of Children and Family Services, submitting an RFP exemption for a State purchase, which result in an award recommendation on RQ24090 to Ohio Desk in the amount of \$2,261.40 for purchase of various office furniture, in accordance with Americans with Disabilities Act (State Contract No. 7771401208/ORC 125.04(B)).

Department of Health and Human Services, Division of Employment & Family Services/Cuyahoga Support Enforcement Agency, submitting a contract with County Commissioners Association of Ohio Service Corporation c/o Ohio Child Support Enforcement Agency Directors Association, Inc. in the amount not-to-exceed \$187,643.78 for automated employment verification services for various County departments for the period 7/1/2012 - 6/30/2013.

Department of Health and Human Services, Division of Senior & Adult Services, submitting a revenue generating agreement with Western Reserve Area Agency on Aging for the PASSPORT Program for the period 7/1/2012 - 6/30/2014.

Department of Health and Human Services, Division of Senior and Adult Services, submitting a contract with Evergreen Alliance Golf Limited, LP dba LaCentre Conference & Banquet Facility in the amount not-to-exceed \$16,177.50 for the Cconference on Aging space rental for the period 10/18/2012 - 10/19/2012.

Department of Health and Human Services, submitting an RFP exemption on RQ24725, which will result in a Contract with Maximus, Consulting Services, Inc. in the amount not-to-exceed \$1,075.00 for maintenance on the Quarterly Information Consolidation System Plus for the period 7/1/2012 - 12/31/2012.

Department of Information Technology, submitting a contract with TEC Communications, Inc. in the amount not-to-exceed \$31,500.00 for a phone registration application software system for Foster Parent registrations for the period 8/1/2012 - 3/31/2013.

Department of Information Technology, submitting a contract with SHI International Corp. in the amount not-to-exceed \$780.69 for maintenance and support services of TOAD and Quest software for the Division of Children & Family Services for the period 6/1/2012 - 6/30/2013.

Department of Information Technology, submitting a sole source exemption on RQ24790, which will result in a contract with iData Technologies, Inc. in the amount of \$57,900.00 for for maintenance and support services on the Synapse Publisher Web Content Management System for the period of 7/1/12 - 6/30/14.

Department of Information Technology, submitting a sole source exemption on RQ23739 which will result in a contract with Repliweb Inc. in the amount of \$12,150.00 for maintenance and license renewal for the period of 12/31/2011 - 12/31/2014.

Department of Information Technology, submitting a sole source exemption on RQ24296, which will result in a contract with Allen Systems Group, Inc. in the amount not-to-exceed\$25,309.46 for support and maintenance on PRO/JCL software for the period 2/11/2012 -2/10/2015.

Department of Information Technology, submitting an RFP exemption on RQ24638, which will result in an award recommendation for a state contract with TEC Communications, Inc. in the amount not-to-exceed \$31,500.00 for a phone registration application software system for Foster Parent registrations for the period 8/1/2012 - 3/31/2013.

Department of Information Technology, submitting an RFP exemption on RQ24597, which will result in a contract with En Point Technologies Sales, Inc. in the amount not-to-exceed\$3,577,071.15 for a Microsoft Enterprise Agreement for products and services for the period 6/30/2012 - 6/29/2017.

Department of Information Technology, submitting an RFP exemption on RQ24591, which will result in a contract with Endicott Microfilm Inc. in the amount not-to-exceed \$192,012.50 for maintenance on Kodak scanners for various County departments for the period 7/1/2012 -6/30/2013.

Department of Information Technology, submitting sole source exemption on RQ24353, which will result in a contract with Latitude Geographics Group Ltd. in the amount of \$19,420.00 for web development and implementation of GIS websites and applications.

<p>Department of Public Safety &amp; Justice Services/Witness Victim, submitting a contract with United Way of Greater Cleveland in the amount not-to-exceed \$19,500.00 for information and referral services for the Defending Childhood Initiative for the period 9/1/2012 - 9/30/2013.</p>
<p>Department of Public Safety and Justice Services, recommending an award on RQ22826 and enter into a contract with Sport Spirit, Inc. dba Readiness Co. in the amount not-to-exceed \$10,000.00 for consultant services for Citizen Corps and Community Emergency Response Team Programs for the period 7/1/2012 - 2/28/2013.</p>
<p>Department of Public Safety and Justice Services, recommending awards on RQ23152 and enter into contracts with various providers in the amount not-to-exceed \$85,000.00, each, for consultant services for the development and upgrade of the Regional Enterprise Data Sharing System for the period 7/1/2012 - 6/13/2013. a) Attevo, Inc. b) Main Sail, LLC</p>
<p>Department of Public Safety and Justice Services, submitting an amendment to Agreement No. AG1100062-01 with City of Cleveland for reimbursement of eligible expenses in connection with the FY2009 State Homeland Security Program - Law Enforcement for the period 8/1/2009 - 5/31/2012 to extend the time period to 9/15/2012; no additional funds required.</p>
<p>Department of Public Safety and Justice Services, submitting an amendment to Contract No. CE1200328-01 with Knowledge Center, Inc. for a Crisis Information Management System for the period 3/1/2012 - 7/31/2012 to extend the time period to 8/31/2012; no additional funds required.</p>
<p>Department of Public Safety and Justice Services, submitting an amendment to Contract No. CE1200040-01 with Case Western Reserve University for program evaluation services for the Common Pleas Court Felony Drug Court Project in connection with the FY2010 Adult Treatment Drug Courts Grant Program for the period 7/1/2011 - 9/29/2013 for additional funds in the amount of \$1,376.88.</p>
<p>Department of Public Safety and Justice Services, submitting an RFP exemption on RQ24632, which will result in a U.S. Communities/Joint Cooperative Purchase award recommendation to Safeware, Inc. in the amount of \$51,237.60 for 1110-units of Duodote Auto-injector Anti-Nerve agent.</p>
<p>Department of Public Safety and Justice Services/Office of Emergency Management, submitting an amendment to Agreement No. AG1000270-01 with Cuyahoga County Department of Justice Affairs, Emergency Management Agency for the Regional Collaboration Project in connection with the FY2009 State Homeland Security Program for the period 8/1/2009 - 2/29/2012 to extend the time period to 9/15/2012; no additional funds required.</p>
<p>Department of Public Safety and Justice Services/Public Safety Grants, submitting an RFP exemption on RQ24602 which will result in a state term contract with Elsag North America in the amount of \$45,951.50 for maintenance on Region 2 ALPR system for the period 7/1/2012 - 7/1/2013.</p>
<p>Department of Public Safety and Justice Services/Public Safety Grants, submitting agreements with various municipalities for the FY2011 STOP Violence Against Women Act Grant Program for the period 1/1/2012 -</p>

12/31/2012: a) City of Bedford (Bedford Municipal Court) in the amount not-to-exceed \$37,254.00. b) City of Cleveland (Public Safety Department) in the amount not-to-exceed \$119,098.00.

Department of Public Safety and Justice Services/Public Safety Grants, submitting contracts with various providers for the FY2011 STOP Violence Against Women Act Grant Program for the period 1/1/2012 - 12/31/2012: a) Cleveland Rape Crisis Center in the amount of \$78,000.00. b) Domestic Violence & Child Advocacy Center in the amount of \$100,000.00. c) Jewish Family Service Association of Cleveland, Ohio in the amount of \$22,942.01.

Department of Public Safety and Justice Services/Public Safety Grants, submitting contracts with various providers for the FY2011 Title II Juvenile Justice and Delinquency Prevention Block Grant Program: 1) for the period 1/1/2012 - 9/30/2012: a) Golden Ciphers in the amount not-to-exceed \$63,215.46. b) YMCA of Greater Cleveland in the amount not-to-exceed \$50,000.00. 2) for the period 7/1/2012 - 9/30/2012: c) Bellefaire Jewish Children's Bureau in the amount not-to-exceed \$30,000.00. d) Godsson LLC in the amount not-to-exceed \$52,215.47.

Department of Public Safety and Justice Services/Public Safety Grants, submitting contracts with various providers for the Community Diversion Program in connection with the FY2011 Title II Juvenile Accountability Block Grant Program for the period 1/1/2012 - 12/31/2012: a) East Cleveland Neighborhood Center Inc. in the amount not-to-exceed \$27,900.00. b) Golden Ciphers in the amount not-to-exceed \$20,000.00.

Department of Public Safety and Justice Services/Public Safety Grants, submitting agreements with various municipalities for the Community Diversion Program in connection with the FY2011 Title II Juvenile Accountability Block Grant Program for the period 1/1/2012 - 12/31/2012: a) City of Cleveland in the amount not-to-exceed \$53,534.00. b) City of Lakewood in the amount not-to-exceed \$23,402.00. c) City of North Olmsted in the amount not-to-exceed \$8,468.00. d) City of South Euclid in the amount not-to-exceed \$28,000.00.

Department of Public Safety and Justice Services/Public Safety Grants, submitting amendments to various contracts for reimbursement of eligible expenses in connection with the FY2009 Port Security Grant Program for the period 6/1/2009 - 5/31/2012 to extend the time period to 5/31/2013; no additional funds required: a) Contract No. CE1100690-01 with Norfolk Southern Railway Company. b) Contract No. CE1200034-01 with Aqua Ohio, Inc.

Department of Public Safety and Justice Services/Public Safety Grants, submitting agreements with various municipalities for reimbursement of eligible training expenses in connection with the FY2009 Port Security Grant Program for the period 5/15/2012 - 11/15/2012: a) City of Cleveland in the amount not-to-exceed \$7,641.12. b) City of Highland Heights in the amount not-to-exceed \$440.25.

Department of Public Safety and Justice Services/Public Safety Grants, submitting amendments with various providers for reimbursement of eligible training and exercise expenses in connection with the FY2008 Port Security Grant program for the period 8/1/2008 - 6/30/2012 to extend the time period to 6/30/2013; no

additional funds required: a) Agreement No. AG1100046-01 with City of Cleveland b) Contract No. CE1100266-01 with Norfolk Southern Railway Company

Department of Public Safety and Justice Services/Public Safety Grants, submitting agreements with various providers for reimbursement of eligible training expenses in connection with the FY2009 Port Security Grant Program for the period 5/15/2012 - 11/15/2012: a) City of Brecksville in the amount not-to-exceed \$1,377.20. b) City of Parma in the amount not-to-exceed \$702.62.

Department of Public Safety and Justice Services/Public Safety Grants, requesting approval of an alternative procurement process and exemption from aggregation (Contracting and Purchasing Ordinance, Section 4.4.b.17 and 3.5.a.), for a Grant Application for the FY2012 Violence Against Women Act Grant Program in the amount of \$461,589.16 for the period 1/1/2013 - 12/31/2013.

Department of Public Safety and Justice Services/Public Safety Grants, submitting agreements and contracts with various municipalities and providers for the FY2012 STOP Violence Against Women Act Grant Program for the period 1/1/2013 - 12/31/2013: 1) Agreements: a) City of Bedford (Bedford Municipal Court) in the amount not-to-exceed \$23,079.46. b) City of Cleveland (Prosecutor's Office) in the amount not-to-exceed \$115,397.29. c) City of Cleveland (Public Safety Department) in the amount not-to-exceed \$115,397.29. 2) Contracts: d) Cleveland Rape Crisis Center in the amount not-to-exceed \$83,941.95. e) Domestic Violence and Child Advocacy Center in the amount not-to-exceed \$100,000.00. f) Jewish Family Service Association of Cleveland in the amount not-to-exceed \$23,773.17.

Department of Public Safety and Justice Services/Public Safety Grants, recommending to apply for and accept a grant for the FY2012 Violence Against Women Act Grant Program in the amount of \$461,589.16 for the period 1/1/2013-12/31/2013.

Department of Public Works, a) submitting an amendment to an Agreement with Ohio Wheeling and Lake Erie Railway Company in connection with the replacement of Austin Powder Drive Bridge No. 137 over a branch of Tinkers Creek in the Village of Glenwillow by adding the time period 10/10/2007 - 3/31/2013. b) recommending a payment in the amount of \$100,000.00 to Ohio Wheeling and Lake Erie Railway Company for flagmen and protective services in connection with said road project.

Department of Public Works, recommending an award as settlement for property rights in connection with the reconstruction of Ridge Road from Interstate 480 to Memphis Road in the City of Brooklyn: Parcel No(s): 45-SH Owner(s): D. Anderson II Settlement \$ Amount: \$400.00

Department of Public Works, recommending an award as settlement for property rights in connection with the relining of Snow Road Bridge No. 220 over the west branch of Big Creek in the City of Brook Park Parcel No.(s): 1T & T1 Owner(s): Brookgate Realty, LTD. Approved Appraisal (Fair Market Value Estimated): \$1,710.00 Parcel No.(s): 3T Owner(s): Stag Properties, LLC Approved Appraisal (Fair Market Value Estimated): \$1,620.00

Department of Public Works, recommending an award on RQ23042 and enter into Contract No CE1200497-01 with Burgess & Niple in the amount not-to-exceed \$156,800.00 for a load rating analysis for local replacement

and rehabilitation of various bridges: a) Bagley Road Bridge No. 05.63 in the City of Berea. b) Brookside Road Bridge No. 02.80 in the City of Independence. c) Columbus Road Bridge No. 01.09 in the City of Bedford. d) Coventry Road Bridge No. 00.74 in the City of Shaker Heights. e) Jackson Road Bridge No. 02.08 in the Village of Moreland Hills. f) Jefferson Avenue Bridge No. 00.57 in the City of Cleveland. g) Lakeshore Boulevard Bridge No. 01.12 in the Village of Bratenahl. h) Miles Road Bridge No. 12.10 in the Village of Chagrin Falls. i) North Main Street Bridge No. 00.12 in the Village of Chagrin Falls. j) Old Mill Road Bridge No. 01.12 in the Village of Gates Mills. k) Pettibone Road Bridge No. 01.45 in the Village of Glenwillow. l) Pleasant Valley Road Bridge No. 02.29 in the City of Parma. m) Puritas Road Bridge No. 00.02 in the City of Cleveland. n) Ridgewood Drive Bridge No. 03.50 in the City of Parma. o) Solon Road Bridge No. 03.83 in the City of Solon. p) Stumph Road Bridge No. 00.33 in the City of Parma Heights. q) Triskett Road Bridge No. 01.34 in the City of Cleveland. r) Webster Road Bridge No. 03.69 in the City of Middleburg Heights. s) Wolf Road Bridge No. 01.89 in the City of Bay Village.

Department of Public Works, recommending an award on RQ24221 and enter into a contract with United Survey, Inc. (8-4) in the amount not-to-exceed \$351,405.00 for cleaning and televising of sanitary sewers in various communities.

Department of Public Works, recommending an award to property owner as settlement for property rights in connection with the reconstruction of Ridge Road from Interstate 480 to Memphis Road in the City of Brooklyn: Parcel No(s): 104-T Owner(s): Canterbury Properties, LTD. Approved Appraisal (Fair Market Value Estimated): \$300.00

Department of Public Works, recommending payment of a claim from the County's Self- Insurance Fund in the amount of \$147.37 to M. Nathanson for property damage.

Department of Public Works, recommending payment of a claim from the County's Self- Insurance Fund in the amount of \$5,000.00 to A. & J. Foster for personal injury.

Department of Public Works, submitting a contract with The Craun-Liebing Company, sole source, in the amount not-to-exceed \$75,000.00 for maintenance and repair of Gorman Rupp Pumps and equipment for the period 9/1/2012 - 3/31/2013.

Department of Public Works, submitting a revenue generating agreement with City of Cleveland in the amount not-to-exceed \$130,000.00 for bridge maintenance inspection services for the period 1/1/2012 - 12/31/2012.

Department of Public Works, submitting a revenue generating lease agreement with Northeast Ohio Regional Sewer District for rental of space located at 1600 West Canal, Valley View for the period 8/13/2012 - 2/12/2013.

Department of Public Works, submitting an agreement of cooperation with Village of Walton Hills for resurfacing of Egbert Road from Dunham Road to Walton Hills East Corporation Line.

Department of Public Works, submitting an agreement with Cuyahoga County Board of Developmental Disabilities for cafeteria services and vending machines located at the Virgil Brown Building for the period 8/1/2012 - 7/31/2015.

Department of Public Works, submitting an amendment to Contract No. CE0600807-03, 04 with Maple Heights Commerce Two, LLC, for lease of space located at 21100 Southgate Park Boulevard, Maple Heights, Satellite Office No. 3 for use by Auto Title Division and Juvenile Court Probation Office for the period 2/1/2007 - 1/31/2012 to extend the time period to 1/31/2017, to change the terms, effective 7/1/2008 and for additional funds in the amount of \$487,221.14.

Department of Public Works, submitting an amendment to Contract No. CE1000662-04 with Terminix International Company, L.P. for pest control services for various County buildings for the period 9/1/2010 - 8/31/2012 to extend the time period to 10/31/2012 and for additional funds in the amount of \$24,143.00.

Department of Public Works, submitting an exemption to RFP, which will result in an agreement with Cuyahoga County Board of Developmental Disabilities for cafeteria services and vending machines located at the Virgil Brown Building for the period 8/1/2012 - 7/31/2015.

Department of Public Works, submitting an RFP exemption for a State purchase, which will result in an award recommendation on RQ23631 to Whiteside Chevrolet in the amount of \$86,819.60 for purchase of 4-2012 Chevrolet Impala Police Special vehicles for use by County Sheriff.

Department of Public Works, submitting an RFP exemption for a State purchase, which will result in an award recommendation on RQ23635 to State Wide Ford Lincoln Mercury, Inc. in the amount of \$104,162.00 for purchase of 4-2012 Ford Explorer Police Interceptor vehicles for use by County Sheriff.

Department of Public Works, submitting an RFP exemption, which will result in a contract with Dr. Alisa Taddeo for veterinarian services at the County Kennel in the amount of \$9,000.00 for the period 8/1/2012-12/31/2012.

Department of Public Works/County Kennel, submitting a contract with Alisa Taddeo in the amount not-to-exceed \$9,000.00 for veterinarian services for the period 8/1/2012 - 12/31/2012.

Department of Public Works/County Kennel submitting an RFP exemption on RQ24722, which will result in a contract with Dr. Karen Ganofsky for veterinarian services at the County Kennel in the amount of \$12,000.00 for the period 8/1/2012-12/31/2012.

Department of Workforce Development, submitting a contract with 1 EDI Source, Inc. in the amount not-to-exceed \$5,454.16 for the On-the-Job Training Program for the period 4/30/2012- 9/30/2012.

Department of Workforce Development, submitting a contract with Cynergies Consulting, Inc. in the amount not-to-exceed \$4,000.00 for the On-the-Job Training Program for the period 7/23/2012 - 11/26/2012.

Department of Workforce Development, submitting a contract with Hugo Boss Cleveland, Inc. in the amount not-to-exceed \$3,000.00 for the On-the-Job Training Program for the period 6/26/2012 - 12/31/2012.



Department of Workforce Development, submitting a contract with Menorah Park Center for Senior Living Bet Moshav Zekenim Hadati in the amount not-to-exceed \$2,402.24 for the On- the-Job Training Program for the period 8/1/2012 - 12/31/2012.

Department of Workforce Development, submitting a contract with Steel Warehouse of Ohio LLC in the amount not-to-exceed \$4,800.00 for the On-the-Job Training Program for the period 6/25/2012 - 9/30/2012.

Department of Workforce Development, submitting a contract with The Gent Machine Company in the amount not-to-exceed \$1,500.00 for the On-the-Job Training Program for the period 6/11/2012 - 8/31/2012.

Department of Workforce Development, submitting a contract with University Hospitals Health System, Inc. in the amount not-to-exceed \$2,750.00 for the On-the-Job Training Program for the period 7/2/2012 - 8/31/2012.

Fiscal Office, recommending to amend Contracts and Purchasing Board Approval No. CPB2012- 547 dated 7/2/2012, which approved an amendment to a revenue generating agreement with Ohio Lottery Commission for an instant and on-line ticket vending machine in connection with the Route Vending Service Program by changing the time period from 7/1/2010 - 6/30/2012 to 7/1/2011 - 6/30/2012 and to extend the time period to 6/30/2013.

Fiscal Office, submitting amendments to contracts with various providers for the 2012 sexennial reappraisal and annual maintenance for the period 8/15/2011 - 12/31/2012: 1) for a decrease: a) Contract No. CE1100441-02 with Mark A. Butler in the amount of (\$3,808.00). b) Contract No. CE1100444-02 with Gregory W. Conte in the amount of (\$110.50). c) Contract No. CE1100445-02 with James P. Evans in the amount of (\$993.50). d) Contract No. CE1100446-01 with Timothy A. Finkler in the amount of (\$9,448.50). e) Contract No. CE1100454-01 with John H. Koz in the amount of (\$5,906.00). f) Contract No. CE1100455-01 with John F. Lenehan in the amount of (\$166.50). g) Contract No. CE1100458-02 with Paul G. McLaughlin in the amount of (\$118.00). h) Contract No. CE1100466-02 with Andrea Jo Roff in the amount of (\$1,707.50). i) Contract No. CE1100468-02 with Thomas W. Shepard in the amount of (\$796.00). j) Contract No. CE1100524-02 with William J. Barnes in the amount of (\$3,731.50). k) Contract No. CE1100527-01 with Ruth Lassiter in the amount of (\$9.50). 2) for additional funds: l) Contract No. CE1100439-02 with John Andrews in the amount of \$1,483.00. m) Contract No. CE1100442-02 with Richard W. Carey in the amount of \$1,195.50. n) Contract No. CE1100443-02 with Anthony Colabianchi in the amount of \$5,758.50. o) Contract No. CE1100447-02 with Thomas P. Hogan in the amount of \$1,990.50. p) Contract No. CE1100452-02 with Christina L. Kapusi in the amount of \$2,263.50. q) Contract No. CE1100453-02 with Paul Kinczel in the amount of \$5,238.00. r) Contract No. CE1100456-02 with Christopher J. Loftus in the amount of \$7,709.00. s) Contract No. CE1100459-02 with Maria Joanne Neal in the amount of \$1,029.00. t) Contract No. CE1100461-02 with Stanley R. Patriski in the amount of \$313.00. u) Contract No. CE1100462-02 with Debbie A. Pattie in the amount of \$1,490.00. v) Contract No. CE1100463-02 with Ronald C. Retych in the amount of \$1,930.50. w) Contract No. CE1100465-02 with Daniel Rocco in the amount of \$2,793.50. x) Contract No. CE1100467-02 with Kristin Sarkisian in the amount of \$4,946.00. y) Contract No. CE1100469-02 with David W. Ward in the amount of \$7,074.50. z) Contract No. CE1100470-02 with Crystal A. Williams in the amount of \$3,121.50. aa) Contract No. CE1100471-02 with Gregory P. Zimmer in the amount of \$2,889.00. ab) Contract No.

CE1100526-02 with Erin Kovacic in the amount of \$5,958.50. ac) Contract No. CE1100525-02 with Anthony Gober in the amount of \$421.00.

Information Services Center, submitting a contract with VBrick Systems, Inc. in the amount not-to-exceed \$2,339.10 for maintenance on the vBrick Video Encoder for use by County Council for the period 11/24/2011 - 11/23/2013.

Information Services Center, submitting a revenue generating agreement with the City of Parma in the amount of \$5,702.40 for professional web services for the period 8/6/2012 - 8/5/2014.

Information Services Center, submitting a sole source exemption, which will result in a contract with Pivotal Corporation in the amount not-to-exceed \$11,467.29 for maintenance on Respond Center Point software for the period 7/1/2011 - 6/30/2014.

Information Services Center, submitting a state contract with BMC Software, Inc., sole source, in the amount not-to-exceed \$33,480.00 for maintenance on Mainview software for the period 1/11/2012 - 1/10/2015.

Information Services Center, submitting a state contract with TEC Communications, Inc. in the amount not-to-exceed \$24,500.00 for support services on Voice Over Internet Protocol hardware and software for the period 7/1/2012 - 7/1/2013.

Information Services Center, submitting Contract No. CE1200128-01 with SHI International Corp. in the amount not-to-exceed \$7,270.34 for maintenance and software support services for Blackberry Enterprise Server Software for the period 11/1/2011 - 10/31/2012.

Information Technology Department, recommending an award on RQ22752 and enter into a contract with Avantia, Inc. in the amount not-to-exceed \$335,800.00 for IT consultant services for use by various County departments for the period 7/2/2012 - 7/1/2013. (Deputy Chief Approval No. DC2012-22 - authority to seek proposals.)

Juvenile Court, recommending an award and enter into a contract with The Cleveland Metropolitan Bar Association in the amount not-to-exceed \$186,793.00 for the Guardian ad Litem Project for the period 9/1/2012 - 6/30/2014.

Juvenile Court, submitting a contract with Case Western Reserve University, sole source, on behalf of Begun Center for Violence Prevention, Mandel School of Applied Social Science in amount not-to-exceed \$150,000.00 for technical services for the Multi-Systemic Therapy Training and Consultation program for the period 7/1/2012 - 6/30/2014.

Juvenile Court, submitting a contract with MST Group, LLC, dba MST Services, sole source, in the amount not-to-exceed \$28,000.00 for franchise licenses for the Multi-Systemic Therapy Program for the period 7/1/2012 to 6/30/2014.

Juvenile Court, submitting an amendment to a subgrant agreement with Ohio Department of Job and Family Services for reimbursement of Title IV-E eligible costs for foster care placement and maintenance for the period 7/1/2011 - 6/30/2013 for additional funds in the amount not-to-exceed \$6,000,000.00.
Juvenile Court, submitting an amendment to Agreement No. AG1000186-02,03 with University of Cincinnati for design and development of the Cognitive Behavioral Therapy Training Model for the Day Reporting Program for the period 3/1/2010 - 6/30/2012 to extend the time period to 12/31/2013 and for additional funds in the amount not-to-exceed \$63,375.00.
Juvenile Court, submitting an RFP exemption, which will result in an amendment to Contract No. CE1200346-01 with Applewood Centers, Inc. for the Staff Secure Shelter Program and Placement Planning Day Report services for the period 6/1/2012 - 5/31/2014 to change the terms, and for additional funds in the amount not-to-exceed \$800,000.00.
Medical Examiner, a) plans to amend a contract with Advantra Group Inc. to extend the time period to 12/31/2012, and for additional funds in the amount not-to-exceed \$4,224.00. b) submitting an amendment to Contract No. CE1000750-03 with Advantra Group, Inc. for biomedical waste removal services for the Medical Examiner, Common Pleas Court/Adult Probation Department, Juvenile Court and County Sheriff's Office for the period 9/1/2010 - 8/31/2012 to extend the time period to 12/31/2012, and for additional funds in the amount not-to-exceed \$4,224.00.
Medical Examiner, submitting a contract with Calibrate, Inc. in the amount not-to-exceed \$19,600.00 for maintenance and calibration on pipettes for DNA analysis for the period 9/1/2012 - 12/31/2014.
Medical Examiner, submitting a contract with X-Ray Services of Ohio LLC in the amount not-to- exceed \$24,964.00 for maintenance services for the period 8/15/2012 - 8/14/2013.
Medical Examiner, submitting a sole source exemption on RQ24908, which will result in a contract with Nova Biomedical Corporation in the amount of \$4,324.00 for Reagent Kit Modules and Calibrators for a Nova CCX Electrolyte Analyzer.
Medical Examiner, submitting revenue generating agreements with various counties for autopsy and forensic testing services for the period 6/1/2012 - 12/31/2013: a) Ashland b) Ashtabula c) Mahoning d) Richland e) Medina f) Lorain
Office of Procurement & Diversity, recommending an award on RQ23243 and enter into a Contract No. CE1200554-01 with The Millcraft Paper Company (14-4) in the amount not-to- exceed \$82,909.23 for cut sheet paper and envelopes for the period 9/1/2012 - 8/31/2014. (Deputy Chief Approval No. DC2012-49 - authority to advertise.)
Office of Procurement & Diversity, recommending an award: Department of Public Works a) on RQ23949 to Mark Elliott Company (12-4) in the amount of \$41,230.00 for Domestic Water Booster System and supplies for Cuyahoga County Justice Center Jail II . (Deputy Chief Approval No. DC2012-103 - authority to advertise for bids.)

Office of Procurement & Diversity, recommending an award: Department of Public Works a) on RQ22971 to Chardon Laboratories, Inc. (13-2) in the amount of \$38,460.00 for water treatment chemicals and services for boiler and air conditioning equipment for various County buildings for the period 9/1/2012 - 8/31/2014.

Office of Procurement & Diversity, recommending an award: Department of Public Works a) on RQ23619 to Aramark Uniform & Career Apparel, LLC (4-1) in the amount no-to-exceed \$60,000.00 for floor mat rental for various County buildings for the period 9/1/2012 - 8/31/2014.

Office of Procurement & Diversity, recommending an award: Department of Public Safety and Justice Services a) on RQ24201 to Howell Rescue Systems, Inc. (8-1) in the amount of \$50,855.00 for various extrication tools for use by the regional Urban Search and Rescue Team.

Office of Procurement & Diversity, recommending an award: Fiscal Office a) on RQ24360 to Mid-West Presort Mailing Services, Inc. (14-2) in the amount of \$288,632.00 for production and mailing first and last half 2012 real property and delinquent collection tax bills.

Office of Procurement & Diversity, recommending to amend Contract and Purchasing Board Approval No. CPB2012-584 dated 6/25/2012, which made an award on RQ22541 to Agilent Technologies, Inc. (3-2) for 1-Gas Chromatograph Mass Spectrometer system for the Medical Examiner, to change the amount from \$81,483.20 to \$92,855.20.

Office of Procurement & Diversity, recommending to declare various property as surplus County property no longer needed for public use; recommending to sell said property via internet auction, in accordance with Ohio Revised Code Section 307.12(E).



# Cuyahoga County Veterans Service Commission

SEP 20 2012

Ph: 216.698.2600 • Fax: 216.698.2650 Cuyahoga County Council  
Email: [vsc\\_mail@cuyahogacounty.us](mailto:vsc_mail@cuyahogacounty.us)

1849 Prospect Avenue • Room 200 • Cleveland, OH 44115



Attached is the REVISED 2013 budget submission for the Cuyahoga County Veterans Service Commission based on tax assessment valuation provided to us on September, 10, 2012. Our previous budget, submitted on May 16, 2012, was based on an earlier estimated valuation provided by the Fiscal Office and should not be used for 2013. In our narrative of May 16, 2012, we allowed for this discrepancy and noted that we would adjust our budget if the valuation changed.

The revisions to the 2013 budget are as follows:

	OLD	REVISED
Page 5		
Employee Tuition Reimbursement Program	\$10,000	\$5,000
Retain IT Professional Services	\$35,000	\$20,000
Total Contracts for Professional Services	\$559,000	\$539,000
Page 7		
Financial Assistance Increased by 2.83% Rate of Inflation	\$82,876	\$58,428
Changed to: Financial Assistance Increased by 2.00% Rate of Inflation		
Total Client Services for 2013	\$3,410,283	\$3,386,035
Page 9		
Purchase New CCVSC Van	\$26,000	\$0
Total Capital Outlay	\$57,000	\$31,000
CCVSC Total 2013 Budget	\$7,130,211	\$7,059,963

The Financial Assistance Increase on page 7 was revised because it is something the Commissioners visit regularly in assessing the amount of assistance needed to keep up with current costs. Many were adjusted in recent months to meet the rising costs of rent and food. It is an item that the Commission can address again in the 2014 submission.

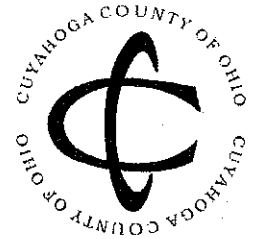
Our request for a hearing remains if the Council would like a further discussion on any of these issues.

Cc: Judge Nancy Fuerst



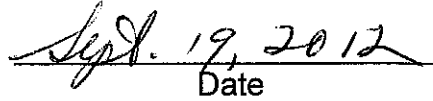
Cuyahoga County  
Veterans Service Commission

Ph: 216.698.2600 • Fax: 216.698.2650  
Email: [vsc\\_mail@cuyahogacounty.us](mailto:vsc_mail@cuyahogacounty.us)  
1849 Prospect Avenue • Room 200 • Cleveland, OH 44115



I hereby certify that the attached document represents a true copy of the REVISED 2013 legal budget of the Cuyahoga County Veterans Service Commission as approved by its Board of Commissioners in an open meeting on September 19, 2012 and submitted to the Cuyahoga County Executive, Cuyahoga County Council and Cuyahoga County Office of Budget Management. It is now based on a more accurate valuation of property tax provided to us by the Fiscal Office on September 10, 2012. Your review and appropriation of the requested funds in accordance with the Ohio Revised Code section 5901.11 is appreciated.

  
Robert E. Schloendorn  
Executive Director

  
Date

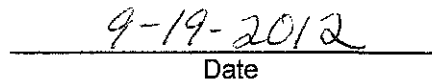
The foregoing instrument was acknowledged before me on this date by Robert E. Schloendorn, Executive Director of the Cuyahoga County Veterans Service Commission.

  
Laurehe Rutkowski, Notary



LAURENE A. RUTKOWSKI  
NOTARY PUBLIC  
STATE OF OHIO  
My Commission  
Expires  
December 27, 2015

MY COMMISSION EXPIRES:  
December 27, 2015

  
Date



**CUYAHOGA COUNTY VETERANS  
SERVICE COMMISSION**

**2013 Tax Budget**

**Revised**

**CUYAHOGA COUNTY VETERANS SERVICE COMMISSION**

**2013 BUDGET SUMMARY**

**STAFFING**

The CCVSC is composed of a Board of 5 Commissioners, a staff comprised of an Executive Director, 32 management and professional staff employees. As of this date, all 5 Commissioner and 3 professional staff employee are considered "part time" for County payroll purposes. All other employees are full time.

<b>2012 Staffing Request.....</b>	<b>29 FTEs/8 PTEs</b>
<b>2013 Staffing Request.....</b>	<b>29 FTEs/8 PTEs</b>
<b>Net Staff changes.....</b>	<b>0 FTEs/0 PTE</b>



**CUYAHOGA COUNTY VETERANS SERVICE COMMISSION**

**2013 BUDGET SUMMARY**

**010 PERSONNEL SERVICES**

**Original Salaries Budget Base (2012 Projection) \$1,812,636**

This salary projection covers the entire current classified and non-classified CCVSC staff. This salary base budget is from 2012 salary projections. No cost of living allowance is included for 2013.

**Step Increases for Employees \$8,270**

It has been a practice of the CCVSC Board of Commissioners to award eligible staff with an annual step increase according to CCVSC policy.

**Additional Salary Appropriations for Anticipated and Unanticipated Events \$3,000**

Additional appropriation is necessary to adjust the basis for the new hires and unforeseen salary adjustments

.....  
**Total Personnel Services for 2013 \$1,823,906**

**CUYAHOGA COUNTY VETERANS SERVICE COMMISSION**

**2013 BUDGET SUMMARY**

**015 PERSONNEL BENEFITS**

**Personnel benefits for 2012** **\$638,367**

Personnel benefits are calculated as 35% of total CCVSC staff salaries ( $\$1,823,906 \times .35 = \$638,367$ ). This percentage covers Workers' Compensation, unemployment compensation, Flex benefits, PERS retirement and Medicare based on 2013 salaries. This is an aggressive percentage, but assures that there will be no shortfall for any unanticipated benefit expense, for example, increased unemployment compensation and/or hospitalization insurance costs.

.....

**Total Personnel Benefits 2013** **\$638,367**

**CUYAHOGA COUNTY VETERANS SERVICE COMMISSION**

**2013 BUDGET SUMMARY**

**022 COMMODITIES**

**Office/Technical Supplies for 2013** **\$18,000**

The office/technical supply budget for 2013 is based on a 2012 first four months expenditures straight lined then multiplied by a 2.83% inflation rate and rounded up to nearest thousandth. These purchases are for general office/technical supplies utilized in day-to-day operations. It is anticipated that office/technical supplies usage will increase from the 2011 levels because of the county's upcoming technical changes.

**Electricity Usage for 2013** **\$12,000**

Electric utility is the only utility paid by CCVSC under its existing lease agreement. The average electric bill in the last several months has been approximately \$1,000 per month. The CCVSC anticipates that the electric utility usage will stay the same since the office has energy conservation light fixtures in the new leased space. We have experienced a better than 50% reduction in cost due to the sustainable construction of the building.

.....  
**Total Commodities for 2013** **\$30,000**

**CUYAHOGA COUNTY VETERANS SERVICE COMMISSION**

**2013 BUDGET SUMMARY**

**026 CONTRACTS & PROFESSIONAL SERVICES**

**Annual Lease Agreement** **\$490,000**

CCVSC is in a lease agreement with LTD Partners for the office space at 1849 Prospect Avenue, Cleveland, Ohio. The lease agreement is scheduled to expire September 30, 2014 with a renewal option for another 5 years. CCVSC is in its fourth year of the agreement with the annual obligation of \$490,000. Cost per square foot is \$34.38. At the end of the lease agreement period, we will be paying upon the renewal \$14.50 a square foot for a total annual cost of \$203,000.

**Employee Tuition reimbursement Program** **\$5,000**

The CCVSC has an employee tuition reimbursement program to encourage staff to return to school to obtain college degrees in subject areas relevant to the agency. To support this effort, the CCVSC will offer tuition assistance to qualified staff.

**Marker Fees** **\$7,000**

Marker fees are charges for setting indigent veteran headstones at the various cemeteries located within the County. Price varies by each cemetery. The 2013 projection is based on three year average from 2011, 2010 and 2009 expenditures.

**Miscellaneous Technical Services** **\$17,000**

Various technical services needs arise throughout the year. The 2013 projection is conservatively based on 2011 activities, as it is premature to use any 2012 figures.

**Retain IT Professional Services** **\$20,000**

The CCVSC Board requires an IT professional service to be on call for IT support in the event that the Senior Systems Administrator and his back-up are out of the office for any length of time.

.....

**Total Contracts and Professional Services for 2013** **\$539,000**

**CUYAHOGA COUNTY VETERANS SERVICE COMMISSION**

**2013 BUDGET SUMMARY**

**035 CONTROLLED SERVICES**

**Data Processing Charges**

**\$101,589**

The County Data Center charges back for various computer maintenance and document support functions provided by its technical staff. In calculation of the CCVSC 2013-projected budget, the 2011 actual expenditures were utilized, which represents the most recent complete year's fees.

**Space Maintenance**

**\$172,807**

The CCVSC has two Protective Service Officers on the premises during working hours. This represents a charge back from Central Services for security service provided. In calculation of the CCVSC 2013-projected budget, the 2011 actual expenditures were utilized.

.....  
**Total Controlled Services for 2013**

**\$274,396**

**CUYAHOGA COUNTY VETERANS SERVICE COMMISSION**

**2013 BUDGET SUMMARY**

**050 CLIENT SERVICES**

**Client Services Budget Basis** **\$2,921,414**

The CCVSC client services base budget for 2013 is based on 2011 actual expenditures. This basis was deemed more accurate than utilizing 2012 first quarter expenditures. The expenditures are expected to return to normal levels after midyear.

**Financial Assistance Increased by 2.00% Rate of Inflation** **\$58,428**

The CCVSC Board of Commissioners annually votes to increase levels of food, shelter, shoes and clothing, personal hygiene, and rent assistance to adjust for inflation. The increase in the allowances is designed to keep up with the rate of inflation as costs continue to rise for all goods and services.

**Financial Assistance Increase from 2013 Estimates** **\$406,193**

Currently, the CCVSC is involved in an intensive outreach initiative seeking to increase veteran awareness of CCVSC services via a multifaceted marketing approach. This initiative has proven highly successful as validated in growth of critical CCVSC performance indicators. The CCVSC will need to increase 2013 client services base budget.

.....  
**Total Client Services for 2013** **\$3,386,035**

**CUYAHOGA COUNTY VETERANS SERVICE COMMISSION**

**2013 BUDGET SUMMARY**

**060 OTHER OPERATING**

**Other Operating Budget Basis** **\$300,942**

For a conservative approach to the 2013 budget process in Other Operating Expenses, the CCVSC is using 2009 actual expenditures as a basis for this object number. CCVSC Advertising for 2012 is \$233,000 and in the budget basis above. Other items in the base budget are County Fast Copier, County Postage, County Telephone, County Garage and County Printing. It also includes Travel, Office supplies, Software, Publications, Professional Dues and Other Operating expenditures.

**Fully Wrapped Advertising** **\$10,000**

The Veterans Service Commission has a fully wrapped RTA bus which is in need of having the wrap replaced. The wrap has been on the RTA bus for more than 7 years. Also the commission is going to have the new van fully wrapped to increase its community visibility. A fully wrapped vehicle is another form of advertising.

**Other Operating Increased by 2.83% for 2013** **\$8,517**

The majority of other operating expenditures are administrative charge backs from Central Services. The operating expenditures provided by Central Services are County storeroom supplies, County postage, County telephone, County garage (leased van), and County printing. The CCVSC anticipates a 2.83 inflation rate increase for these services as well as the other independent administrative expenditures.

**Staff Development/Continuing Education** **\$2,800**

O.R.C. 5901.03, Paragraph F charges a veterans service commission board with the responsibility of promoting and providing funding for continuing education of its staff. For 2013, it is estimated 7 employees will participate in 2 workshops on subjects relevant to their job responsibilities at a rate of \$400 per employee. The total cost for such staff development for is \$2,800.

**Computer Software Purchases for 2013** **\$15,000**

The CCVSC is in continue need to upgraded software for the IS Department and agency at large. Requirement will change due to the new County Government.

.....  
**Total Other Operating for 2013** **\$337,259**

**CUYAHOGA COUNTY VETERANS SERVICE COMMISSION**

**2013 BUDGET SUMMARY**

**070 CAPITAL OUTLAYS**

**Computer Hardware Purchases for 2013** **\$25,000**

The CCVSC is in need of new equipment which includes new servers, PCs, signature pads and screens for the main office and 2 satellite locations.

**Miscellaneous Capital Outlays** **6,000**

Miscellaneous capital outlay is based on the anticipated need to refurbish three offices with lateral cabinets and bookshelves.

.....  
**Total Capital Outlay for 2013** **\$31,000**

\*\*\*\*\*

**CCVSC TOTAL 2013 BUDGET = \$7,059,963**

\*\*\*\*\*

**ASSESSED VALUATION CALCULATION** **\$28,269,390,570 x .00025 = \$7,067,348**



# COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO

## MOTION NO. M2012-0025

Sponsored by: Council President Connally

**A Motion confirming the County Executive's appointment of individuals to serve on the Cuyahoga County Charter Review Commission, and declaring the necessity that this Motion become immediately effective.**

WHEREAS, Article XII, Section 12.09 of the Cuyahoga County Charter establishes the Cuyahoga County Charter Review Commission; and,

WHEREAS, the Cuyahoga County Charter Review Commission, pursuant to Article XII, Section 12.09 of the Cuyahoga County Charter, may propose to the County Council amendments to the Charter as it shall deem appropriate; and,

WHEREAS, pursuant to Article XII, Section 12.09 of the Charter of Cuyahoga County, the Cuyahoga County Charter Review Commission shall consist of "nine electors of the County, no more than five of whom may be of the same political party, and no more than two of whom may be an officer or employee of the County"; and,

WHEREAS, members of the Cuyahoga County Charter Review Commission shall be appointed to serve a one (1) year term, and "such appointment shall be made by the County Executive, subject to confirmation by the Council" pursuant to Article XII, Section 12.09 of the Cuyahoga County Charter; and,

WHEREAS, the individual appointed shall have a term commencing immediately upon signature of this Motion; 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 to serve on the Cuyahoga County Charter Review Commission:

- a) Patrick McLaughlin
- b) Shawn Riley
- c) Kenneth Callahan

- d) Bruce Akers
- e) Nancy Dietrich
- f) William Tarter
- g) Davida Russell
- h) Mylayna Albright
- i) Miesha Headen; and,

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Motion 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 APPROVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:**

**SECTION 1.** The Council of Cuyahoga County hereby confirms the appointment of the following individuals, to serve on the Cuyahoga County Charter Review Commission, commencing immediately:

- a) Patrick McLaughlin
- b) Shawn Riley
- c) Kenneth Callahan
- d) Bruce Akers
- e) Nancy Dietrich
- f) William Tarter
- g) Davida Russell
- h) Mylayna Albright
- i) Miesha Headen.

**SECTION 2.** It is necessary that this Motion 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 Motion receives the affirmative vote of eight members of Council, this Motion shall become immediately effective.

**SECTION 3.** It is found and determined that all formal actions of this Council concerning and relating to the passage of this Motion were passed in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal action were in meetings open to the public, and in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by \_\_\_\_\_, seconded by \_\_\_\_\_, the foregoing Motion was duly approved.

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

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



**EDWARD FITZGERALD**  
Cuyahoga County Executive

September 11, 2012

SEP 11 2012  
Cuyahoga County Council

C. Ellen Connally, President  
Cuyahoga County Council  
Cuyahoga County Administration Building  
1219 Ontario Street, 4<sup>th</sup> Floor  
Cleveland, OH 44113

Re: Cuyahoga County Charter Review Commission

Dear President Connally:

Pursuant to Article XII, Section 12.09, I submit for County Council's confirmation, the following nominees to serve on the inaugural Cuyahoga County Charter Review Commission:

- **Patrick McLaughlin (R);**
- **Shawn Riley (R);**
- **Kenneth Callahan (R);**
- **Bruce Akers (R);**
- **Nancy Dietrich (D);**
- **William Tarter (D);**
- **Davida Russell (D);**
- **Mylayna Albright (D); and,**
- **Miesha Headen (D)**

These individuals bring a wide variety of experience and background to the tasks affiliated with service on our initial Charter Review Commission. As you know, we received almost one-hundred worthy applicants and I know that this group will serve ably on this body. It is truly a testament to the work that is already being performed that Cuyahoga County was able to attract such a talented group of individuals that are willing to volunteer their valuable time to this important Commission.

Should you or any of your colleagues have any questions, please feel free to contact my Special Assistant, James Boyle at 216-698-2089.

I thank you for your assistance.

Sincerely,

Edward Fitzgerald  
Cuyahoga County Executive

**James Boyle - Boards and Commissions Form - Office of Boards and Commissions**

---

**From:** <donotreply@cuyahogacounty.us>  
**To:** <jboyle@cuyahogacounty.us>  
**Date:** 8/23/2012 11:05 AM  
**Subject:** Boards and Commissions Form - Office of Boards and Commissions

---

A Web site user submitted the Boards and Commissions Form with the following information:

Last Name : McLaughlin

First Name : Patrick

City : Gates Mills

State : OH

Zip : 44040

Phone Number : 216 623-0900

Email Address : pmclaughlin@mmlitigation.com

Please select the boards/commissions/councils you would like to be considered for. : Charter Review Commission -

Why are you interested in serving on this board/commission/council? : The call to public service remains strong.

What qualities do you possess that would make you a good candidate to serve on this board/commission/council? : I have practiced law in this community for 36 years, over 10 of those with the U.S. Attorney's office, U.S. Department of Justice (1978-88). From 1984 to 1988 I served as the United States Attorney for the Northern District of Ohio upon the appointment initially by the Judges of the U.S. District Court, then by President Ronald Reagan with the consent of the Senate. The U.S. Attorney is the top federal attorney and law enforcement official in Ohio's northernmost 40 counties.

What professional experience do you have that would make you a good candidate to serve on this board/commission/council? : See above. In addition, I founded a law firm that has forged an outstanding reputation in the courts, and the legal and business community over the past 15 years. As a U.S. Army veteran of the Vietnam War, I served on active duty with the infantry (1966-68), and later with the U.S Army Reserves Judge Advocate General Corps (1974-88). I am thoughtful, independent, and without an agenda other than honest public service.

Are there any relationships, including but not limited to business or family relationships, that may be perceived as creating a conflict of interest for your service on the Board and/or Commission for which you have applied? If so, please detail the circumstances: : No.

# McLaughlin & McCaffrey LLP

## Patrick M. McLaughlin

### Home

### Firm Profile

### Practice Areas

### Attorneys

David H. Boehm

Adrienne B. Kirshner

Sean T. Lavin

John F. McCaffrey

Patrick M. McLaughlin

Anthony R. Petruzzi

Dennis P. Zapka

### Contact Us

A former United States Attorney for the Northern District of Ohio and Chief of the Civil Division, Patrick McLaughlin represents individuals and corporations in cases expected to go to trial. His practice concentrates in the areas of commercial and business cases, product liability, civil litigation defense, and white collar criminal defense in federal and state trial and appellate courts. Patrick has successfully litigated high profile civil and criminal cases in the trial and appellate courts for over three decades.

A Fellow of the American College of Trial Lawyers, Patrick has held an AV-Preeminent rating for over 25 years. Named as one of "The Top 100" Ohio Super Lawyers in 2011, Patrick has been named to the Ohio Super Lawyer's list each year since 2004. Patrick is President (and Master Benchler) of the Judge John M. Manos Inn of Court and serves as the Circuit 8 Trustee of the American Inns of Court. Since 2004, Patrick has been honored in various editions of national and international publications including Chambers USA, America's Leading Business Lawyers ("Litigation: General Commercial;" and Top Ranked (for the years 2007-12) in "Litigation: White-Collar Crime and Government Investigations - Ohio;" listed in the International Who's Who of Business Crime Defense Lawyers; and named to the Best Lawyers in America in the specialties of commercial litigation and white collar criminal defense.

Patrick, a Vietnam veteran, has been inducted into the Ohio Veterans Hall of Fame, and the Ohio Military Hall of Fame for Valor.

### Representative Experience

### Associations, Honors and Activities

### Awards



visit [superlawyers.com](http://superlawyers.com)



## Patrick M. McLaughlin

Partner

[pmclaughlin@mmlll.com](mailto:pmclaughlin@mmlll.com)

1111 Superior Avenue  
Suite 1350  
Cleveland, Ohio 44114  
216-623-0900 telephone  
216-623-0935 fax  
[Get VCard](#)



**Education**  
Case Western Reserve  
University, JD, 1978  
Editor-in-Chief, Case Western  
Reserve Journal of International  
Law, 1978-1979  
Ohio University, cum laude,  
BGS, 1972

### Admissions

Ohio  
U.S. Dist. Ct., N. Dist. of Ohio  
U.S. Dist. Ct., S. Dist. of Ohio  
U.S. Ct. of App., Sixth Circuit  
U.S. Ct. of App., Fifth Circuit  
U.S. Ct. of App., Third Circuit  
U.S. Supreme Court

### Practice Areas

White Collar Criminal Defense  
Commercial Litigation  
Complex Civil Litigation  
Product Liability  
Professional Malpractice  
Federal Litigation  
Appellate Practice



## Attorneys

Attorneys

Professionals

Paralegals

\* A B C D E F G H I J K L M N O P Q R S T U V W X Y Z

### Shawn M. Riley

Cleveland Managing Member

#### Practice Focus

- Healthcare Restructuring
- Business Restructuring and Bankruptcy
- Debtor Representation
- Distressed M & A

#### Professional Experience

Shawn is the head of our Cleveland office and co-chair of the Firm's Business Restructuring Services Department. He represents businesses of all types in need of some type of restructuring. He has a broad range of experience and expertise ranging from credit agreement amendments to refinancings, from creditor compositions to pre-packaged bankruptcies, and from chapter 11 reorganizations to bankruptcy court "Section 363" asset sales. He has counseled businesses ranging in size from \$10 million in revenue to multi-billion dollar public companies. Although resident in (and the head of) the Cleveland office, Shawn's clients are located throughout the Eastern United States.

Shawn is the author of numerous articles on restructuring and commercial law issues and is a frequent lecturer on bankruptcy matters. From 2004-2009, Cincinnati magazine selected Shawn as an Ohio Super Lawyer, an honor bestowed upon 5% of the lawyers in the state. Chambers USA, publishers of the world's leading lawyer directory, recognized Shawn in 2004, 2005, 2006, 2009, and 2010 as being a leader in Ohio in his field of law.

#### Cases / Matters

- Ohio-based \$200 million revenue manufacturer of consumer products
- Michigan-based \$400 million revenue tier 1 auto supplier
- West Virginia-based hospital system (out of court restructuring counsel; Debtor)
- Cheboygan Memorial Hospital (out of court restructuring counsel; Debtor)
- Arizona-based critical access hospital (out of court restructuring counsel; Debtor)
- Twin City Hospital (Debtor)
- Bucyrus Community Hospital (Debtor)
- Forum Health Services (Debtor)
- BPI (Debtor)
- Columbus-based building products supplier (out of court restructuring counsel)
- Canton, Ohio-based home builder (out of court; Debtor's counsel)
- Hawaii Medical Center (Debtor)
- RMA Management Services, Inc. (Debtor)
- Tiro Industries, Inc. (Debtor)
- Cleveland-based automotive parts maker (out of court; Debtor's counsel)
- CLF (TGI Fridays franchise) (Debtor's counsel)
- West Virginia-based water and juice bottling company (out of court; Debtor's counsel)
- Indiana-based automotive parts manufacturer (out of court; Debtor's counsel)
- Operator of healthcare facilities (out of court; Debtor's counsel)
- Republic Technologies International, LLC (Debtor)
- DeVlieg-Bullard, Inc. (Debtor)
- Tiro Industries, LLC (Debtor)
- Copperweld Steel Company (Debtor)
- Midland Steel Products Company (Debtor)
- LTV Steel Railroad Subsidiaries (out of court/Railroads' counsel)
- Bush Leasing, Inc. (Debtor)
- National Bank Credit Card Unit (Special counsel in airline bankruptcy)
- National Truck Leasing Company (Restructuring counsel)



V CARD

EMAIL

Printable PDF

Phone  
216-348-5773

FAX  
216-348-5474

#### Locations

Cleveland  
600 Superior Avenue, East  
Suite 2100  
Cleveland, OH 44114

## **Education**

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- Kent State University, B.A., magna cum laude (1983)
- Case Western Reserve University School of Law, J.D., magna cum laude (1986)

## **State Admissions**

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- Ohio

## **Professional Associations**

---

- Cleveland Metropolitan Bar Association, Bankruptcy and Commercial Law Section
- Ohio State Bar Association
- Turnaround Management Association (Board of Trustees, Ohio Chapter)
- American Bankruptcy Institute

## **Presentations and Publications**

---

- "How Non-Profit Organizations Can Handle Financial Hardships and a Difficult Economic Environment," Smart Business Magazine, February 2012
- "Director Liability to Creditors: The Changing Landscape," Willamette Management Associates Insights, Spring 2011
- "Hospital Management During Tough Times: Six Prescriptions for Financial Health," McDonald Hopkins LLC Alert, June 2010
- "Business Gems – How the Economy Has Created New Opportunities for Distressed Mergers & Acquisitions," Smart Business Cleveland, February 2010
- "The Next (Tidal) Wave of Cases: Health Care Restructurings," American Bankruptcy Institute 2010, Central States Bankruptcy Workshop
- "New Capital, Debt, and Structure Strategies in Response to Health Care Reform," Physician Hospitals of America Conference 2010
- "Diamonds in the Recession: Are Distressed Companies Wise Investments?," McDonald Hopkins LLC Roundtable Event February 2010
- "A Financial Check-Up for Physician-Owned Hospitals," Physician Hospitals of America PHA Pulse, Winter 2009
- "Staying Afloat in a Drowning Market: Six Steps to Shore Up Your Financial Health," The Journal of the Billing (Healthcare Billing and Management Association), March/April 2009
- "The Ripple Effect: What Impact Will the Subprime Mortgage Crisis Have on Ohio Businesses?," Smart Business, 2008
- "After Things Go Bad: How the New Players Have Changed the Game," Cleveland Metropolitan Bar Association, Loan to Own Program, November 2008
- "Penalty and Legacy: New Laws and Old Obligations," American Bankruptcy Institute 2007, Central States Bankruptcy Workshop.
- "The Impact of Pension Reform in Turnaround Situations," Turnaround Management Association's 10th Annual Business Workshop, December 2006.
- "The Role of Examiners in Large Bankruptcy Cases," 2005 William J. O'Neil Bankruptcy Institute, Cleveland, Ohio.
- "Proposed Ohio Tax Reform," teleconference, March 2005.
- "Fiduciary Duties of Directors of a Financially Troubled Company," ACC America Seminar, May 20, 2004.
- "Obtaining Value From Intellectual Property Assets of a Debtor's Estate," Cleveland Bar Association Seminar, December 12, 2002.
- "Bush Leasing—A Case Study," Third Annual Conference on Corporate Reorganizations, September 21, 2000.
- "Directors' Role in Financially Distressed Company- Getting the Most Out of the Board," TMA Fall Workshop, November 30, 1999.
- "Whose Money Is It?—Understanding the Borrower's Right to Use Cash After a Default of Bankruptcy," TMA Fall Workshop, December 1, 1998.
- "Addressing the Problems of the Financially Distressed Small Business," Ohio CLE Institute, September 16, 1998.
- "How a Company in Trouble Should Work with Banks," TMA Fall Workshop, 1997.
- "An Overview of the Federal Bankruptcy Process for Corporate Debtors," July 1995.
- "Basic Concepts in Chapter 11," Cleveland Bar Association Bankruptcy Seminar, October 11, 1995.
- "Business Development and Related Ethical Issues," The Business of Bankruptcy Practice Seminar, November 15, 1995.
- "Making Sense of US Bankruptcy Law," International Company and Commercial Law Review, December, 1992, Japanese version published in Summer 1993.
- "Sanctions in Bankruptcy Proceedings," Cleveland Bar Association Bankruptcy Seminar, November 5, 1993.
- "Soup to Nuts: Cases Under Section 1128," Cleveland Bar Association Bankruptcy Seminar, November 5, 1992.
- "Commercial Tenant Defaults—Bankruptcy and Insolvency," American Conference Institute, May 8, 1991.
- "Representing Purchasers or Sellers of Bankruptcy Claims," Cleveland Securities Law Institute, March 1, 1991.
- "How to Limit Losses and Preserve Value in Bankruptcy," Venture Capital Journal, November 1990.
- "Are Vulture Investors Changing the Face of Chapter 11?" Bankruptcy Law Review, Fall 1990.
- "Preparing for a Portfolio Company's Bankruptcy," Venture Capital Journal, July 1990.
- "An Introduction to Legal and Practical Considerations in the Restructuring of Troubled Leveraged Buyouts," The Business Lawyer, November 1989.



- "Banks Beware: 'Vulture Investors' Wield a Double-Edged Sword," *Banking Law Review*, Summer 1989.

#### **Awards and Honors**

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- Named one of the *Best Lawyers in America* (2006-2013)
- Selected for inclusion in *Ohio Super Lawyers* (2004-2012)
- Chambers USA, "Leader Lawyers in Ohio," (2004, 2005, 2006, 2009, 2010, 2012)
- *Turnarounds and Workouts*, "Outstanding Young Business Lawyer"

#### **Community Activities**

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- Gates Mills, Ohio, Village Mayor
- American Red Cross, Greater Cleveland Chapter (Board of Directors)
- Great Lakes Theater Festival (Board of Trustees)
- Cleveland Institute of Music (Board of Trustees)
- Leadership Cleveland, Class of 2012

**James Boyle - Boards and Commissions Form - Office of Boards and Commissions**

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**From:** <donotreply@cuyahogacounty.us>  
**To:** <Jboyle@cuyahogacounty.us>  
**Date:** 7/15/2012 7:10 PM  
**Subject:** Boards and Commissions Form - Office of Boards and Commissions

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A Web site user submitted the Boards and Commissions Form with the following information:

Last Name : Callahan

First Name : Kenneth

City : University Heights

State : Ohio

Zip : 44118

Phone Number : XXXXXXXXXX

Email Address : callahan@buckleyking.com

Please select the boards/commissions/councils you would like to be considered for. : Charter Review Commission -

Why are you interested in serving on this board/commission/council? : Prior service as a Common Pleas Court judge has given me experience in reviewing law.

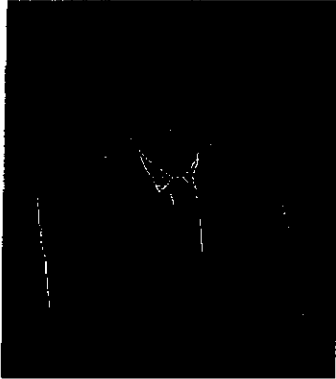
What qualities do you possess that would make you a good candidate to serve on this board/commission/council? : Same

What professional experience do you have that would make you a good candidate to serve on this board/commission/council? : Service as a lawyer and judge for 16 years provide good insight into the process.

Are there any relationships, including but not limited to business or family relationships, that may be perceived as creating a conflict of interest for your service on the Board and/or Commission for which you have applied? If so, please detail the circumstances: : Not that I know.

Attorneys

## **BUCKLEY KING**



callahan@buckleyking.com  
Cleveland: 216.685.4744

### **Kenneth R. Callahan**

**Serving as a judge requires understanding the law and human affairs.**

Acquired from serving 16 years as a Common Pleas Court Judge, Ken grasps the core of an issue quickly. He applies his understanding and knowledge adjudicating matters involving white collar crime, business litigation, and medical malpractice.

#### **registered as a private judge under ohio law**

Registered as a Private Judge under Ohio law, Ken regularly serves as a Mediator and Arbitrator. The success of his mediation and arbitration proceedings is largely due to his legal aptitude and vast judicial experiences.

#### **noteworthy achievements**

- Federal Judicial Commission for the Southern District of Ohio - Re-appointed by U.S. Senators Brown and Voinovich
- Cuyahoga County Common Pleas Court Judge (1993-2009)
- Geauga County Public Defender's Office - Director
- Golden Gavel Award - Ohio Common Pleas Judges (2008)
- Outstanding Alumnus - Cleveland-Marshall College of Law (2005)
- Cardinal Bellarmine Award - St. Ignatius High School (2004)

#### **civic involvement**

- International Community Council - Board Member
- Irish American Archives - Board Member
- St. Ignatius High School - Arruppe Board Member
- Western Reserve Historical Society
- Cleveland Law Library - Former Board Member
- Cleveland Civil War Roundtable - Past President
- International Children's Games - Cultural Board (2005)

#### **professional associations**

- Federal Bar Association

- Ohio Common Pleas Court - ADR Advisory Board, Judicial Advisory Board
- Common Pleas Court - Civil + Criminal Rules Committee
- Lawyers Guild - Vice President
- Cleveland Metropolitan Bar Association - Judicial Selection Committee, Vice Chair; ADR Committee

**related practices**

- Corporate Investigations + White Collar Crime
- Alternative Dispute Resolution
- Commercial + Business Litigation
- Professional Liability, E+O, D+O
- Litigation
- Public Sector

**education**

Cleveland-Marshall College of Law, J.D.

John Carroll University, B.A.

Trinity College, Dublin, Ireland

**admissions**

Ohio

U.S. Court of Appeals for the Sixth Circuit

U.S. District Court for the Northern District of Ohio

**James Boyle - Boards and Commissions Form - Office of Boards and Commissions**

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**From:** <donotreply@cuyahogacounty.us>  
**To:** <Jboyle@cuyahogacounty.us>  
**Date:** 7/27/2012 11:53 AM  
**Subject:** Boards and Commissions Form - Office of Boards and Commissions

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A Web site user submitted the Boards and Commissions Form with the following information:

Last Name : Akers

First Name : Bruce

City : Pepper Pike

State : Ohio

Zip : 44124

Phone Number : 

Email Address : brucehakers@roadrunner.com

Please select the boards/commissions/councils you would like to be considered for. : Charter Review Commission -

Why are you interested in serving on this board/commission/council? : I served as one of the three co-chairs of the Citizens Committee that drafted the new County Charter, and then conducted the County-wide campaign seeking voters' approval for this new Charter form of government. Therefore, I am very interested in continuing to be involved in the review process as we seek to strengthen this new form of government. When we drafted the Charter, we deliberately built in a review after 2 years, to allow for needed changes which would emerge as the new government was launched.

What qualities do you possess that would make you a good candidate to serve on this board/commission/council? : My involvement in the initial process; my 36 years in local elected government; my strong belief in regionalism, and the steps we took to make this new government more inclusive, building better rapport among the 57 municipalities; my service on the Economic Development Commission in its first year, representing the Mayors & Managers Association, when we developed the initial Economic Development Plan.

What professional experience do you have that would make you a good candidate to serve on this board/commission/council? : Mayor, City of Pepper Pike---20 years; Councilman, City of Pepper Pike---16 years; President, Cuyahoga County Mayors % Managers Association; Chairman, Chagrin Valley Inter-Governmental Council; Co-Chair, Regional Prosperity Initiative; a strong commitment to this community by serving in a leadership position on a number of Boards, including The Salvation Army

(42 years), City Year Cleveland, Positively Cleveland, Town Hall of Cleveland, Opera Cleveland, Park Works, Greater Cleveland Aquarium, Cleveland Food Bank, Levin College of Urban Affairs Visiting Committee.

Are there any relationships, including but not limited to business or family relationships, that may be perceived as creating a conflict of interest for your service on the Board and/or Commission for which you have applied? If so, please detail the circumstances: : No conflicts of interest.

Volume 157 , Number 155

Pages

Pages S6596

Legislative Body

Senate

Date

Mon, Oct. 17, 2011

Mr. President, I rise today to recognize Bruce H. Akers, mayor of Pepper Pike, OH, for many years of outstanding leadership and service to the Greater Cleveland community. Mayor Akers has done remarkable work during his distinguished career as a leader in the business and civic community to improve the quality of life for his fellow citizens. On Thursday, October 20, 2011 the Cuyahoga County Mayors and Managers Association will honor Mayor Akers with the George V. Voinovich Public Service Award.

Mayor Akers' work as a civic leader started more than 50 years ago when he began his career in banking with National City Bank. Although Mayor Akers retired in 2000 as senior vice president for civic affairs at KeyBank, he has continued his vigorous efforts to serve his community as a civic volunteer and local elected officeholder. Throughout the years, Mayor Akers has held leadership positions in organizations such as City Year of Cleveland, Park Works, the Chagrin Valley Inter-Governmental Council, The Salvation Army of Greater Cleveland, and United Way Services. He was also one of the founders of Business Volunteers Unlimited. In June of 2000 he completed 30 years as a member of the National Board of Big Brothers/Big Sisters of America and is currently a member of its National Advisory Council.

Mayor Akers has had a distinguished political career, beginning with his work as a precinct committeeman in 1960. Since that time, he has served on the staff of Cleveland mayor Ralph J. Perk, as a Pepper Pike councilman, and as president of the Cuyahoga County Mayors of Managers Association. He was appointed in 2008 to serve on the nine-member Commission on Cuyahoga County Government Reform and has been integral in recent years to the reform and transformation of the new charter form of government in Cuyahoga County. This year, Bruce Akers will retire from elected office after serving five terms as Mayor of Pepper Pike, OH.

For his commitment to public service and the many contributions he has made to Pepper Pike and the Greater Cleveland community, I would like to recognize and thank Mayor Bruce H. Akers for his years of service and wish him well as he continues his many civic endeavors.

(from the Congressional Record; introduced by Senator Portman)

**James Boyle - Boards and Commissions Form - Office of Boards and Commissions**

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**From:** <donotreply@cuyahogacounty.us>  
**To:** <lboyle@cuyahogacounty.us>  
**Date:** 6/13/2012 3:32 PM  
**Subject:** Boards and Commissions Form - Office of Boards and Commissions

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A Web site user submitted the Boards and Commissions Form with the following information:

**Last Name:** Dietrich

**First Name:** Nancy

**City:** Cleveland Heights

**State:** Ohio

**Zip:** 44106

**Phone Number:** [REDACTED]

**Email Address:** ndietz2350@aol.com

**Please select the boards/commissions/councils you would like to be considered for:** Charter Review Commission -

**Why are you interested in serving on this board/commission/council?** : I enjoyed serving on the County Council transition committee, and I seem to be one of the few people who doesn't mind how picky and detailed charter review work can be. Also, I am active in the Cuyahoga Area League of Women Voters which is eager to have a voice in this process.

**What qualities do you possess that would make you a good candidate to serve on this board/commission/council?** : I have served on and chaired ByLaws review committees for a number of boards that I have served on: Heights Community Congress, Doan Brook Watershed Partnership, PTA. I enjoy the work of expressing what is sometimes difficult to express. I get along well in a group and am a good team player. I also feel very hopeful about the new county structure and would like to help make it work.

**What professional experience do you have that would make you a good candidate to serve on this board/commission/council?** : I retired a couple of years ago after 12 years on Cleveland Heights City Council. I have served as an officer on numerous boards, all of which were governed by ByLaws that I became very familiar with.

**Are there any relationships, including but not limited to business or family relationships, that may be perceived as creating a conflict of interest for your service on the Board and/or Commission for which you have applied? If so, please detail the circumstances:** : No.



**James Boyle - Boards and Commissions Form - Office of Boards and Commissions**

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**From:** <donotreply@cuyahogacounty.us>  
**To:** <Jboyle@cuyahogacounty.us>  
**Date:** 7/17/2012 9:23 PM  
**Subject:** Boards and Commissions Form - Office of Boards and Commissions

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A Web site user submitted the Boards and Commissions Form with the following information:

Last Name : Tarter Jr

First Name : William

City : Brecksville

State : Ohio

Zip : 44141

Phone Number : XXXXXXXXXX

Email Address : wtarter@gmail.com

Please select the boards/commissions/councils you would like to be considered for. : Charter Review Commission - Cuyahoga Community College Board of Trustees -

Why are you interested in serving on this board/commission/council? : I am interested in serving on this Commission because I am intimately aware of the Cuyahoga County Charter through my experience as a former employee of the Ohio Secretary of State's office. One of my primary responsibilities was to explain the charter to the voters of Cuyahoga County. I would appreciate the opportunity to help shape the successful future of the county.

What qualities do you possess that would make you a good candidate to serve on this board/commission/council? : Because I have my Masters in Public Administration, I have a through understanding of the creation of public policy, implementation and evaluation. I understand measuring the effectiveness and efficiently of decision-making so that government works in the best interest of the taxpayer. I also am very involved in civic activities and am able to serve as a strong connection point between the community and their ideas for improving county government.

What professional experience do you have that would make you a good candidate to serve on this board/commission/council? : As mentioned earlier in the application, I used to the work in the Secretary of State's Office. I also was the person who headed up the discussion on the Charter Review process in the Transparency Action Plan summit, organized through the Cleveland Coalition. Also, I have successfully proven that I can work collaboratively with different people and organizations in many instances and would appreciate the opportunity to serve on a county commission and continue working

on others to positively shape the community.

Are there any relationships, including but not limited to business or family relationships, that may be perceived as creating a conflict of interest for your service on the Board and/or Commission for which you have applied? If so, please detail the circumstances: : My employer, the Downtown Cleveland Alliance, regularly is in regular contact with officials in the public sector, including Cuyahoga County. I do not perceive this as any conflict of interest, as the relations between the organizations rarely involve the specific language of the charter, but mostly through conversations with county economic development officials. Also, I am involved in the Cleveland Young Professional Senate, a nonpartisan organization that seeks to include young professionals in civic decision making. We were a co-host for the YP Town Hall, held last December and I was helpful in helping to review applications for the Next Generation Council. I do not perceive this to be a conflict of interest, but I have worked collaboratively with the county before on these occasions.

**State Officers**

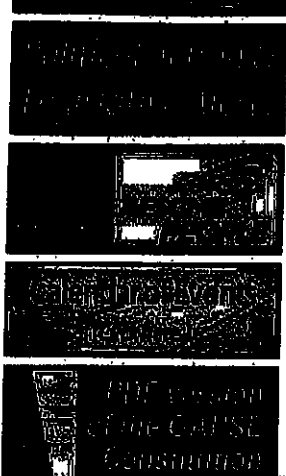
**David Russell  
State Vice President**

David Russell has served as the State Vice President since 2006. She served as Northeast District State Executive Board Member for 2 years and as State Executive Board Alternate for 9 years. David has served as Northeast District President and Vice President over a period of 13 years and as her Local's President and Treasurer over a period of 16 years.

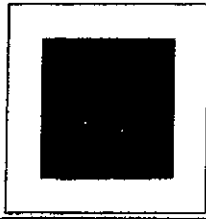
David represents OAPSE on the AFSCME International Union's Health Care Committee; the Ohio AFL-CIO's North Shore Central Labor Council's (CLC) Executive Council and on North Coast Area Labor Federation's (ALF) Executive Council. She is also President of the Cleveland Area Coalition of Labor Union Women (CLUW) and

represents the state's chapters on the Executive Board of the Ohio AFL-CIO; a member of the Coalition of Black Trade Unionists (CBTU); a member of the NAACP; a member of the AFL-CIO's Organization for Working Women; and a member of the United Labor Agency School Advisory Committee.

David attended the National Labor College (George Meany Labor Studies) where she graduated with a Bachelor of Arts Degree with a double major in Labor Studies & Union Leadership and Labor Administration. She is a bus driver for the Cuyahoga County Board of Mental Retardation and Developmental Disabilities (MR/DD).



Attention Political Staff - Get a Master of Arts in Political Science. Online & Flexible. Apply Today!



## Mylayna Albright

2nd

Director of External Affairs at AT&T

Cleveland/Akron, Ohio Area | Telecommunications

Previous The Law Office of Mylayna S. Albright, The City of Warrensville Heights, Cuyahoga County Prosecutor's Office

Education Certificate, Corporate Citizenship Excellence at Boston College - Carroll School of Management

Connect Send InMail

335 connections

www.linkedin.com/pub/mylayna-albright/2/6a3/690

### Summary

Director of External Affairs for the Greater Cleveland area and inner-Ring Suburbs.

Responsibilities of this role are to:

- Manage issues and engage elected officials and stakeholders regarding legislative initiatives
- Obtain stakeholder and third party support for telecommunications policies, regulatory reform and corporate initiatives
- Establish partnerships with key stakeholders, chambers of commerce and elected officials to influence and gain support of AT&T legislative initiatives
- Utilize sponsorships, memberships and event marketing to position AT&T products/services and to introduce sales staff to potential customers
- Manage philanthropic giving from the AT&T Foundation
- Partner with various business units to resolve municipal issues and gain support/approval for permits

Specialties

Negotiating, government liaison, relationship building

### Experience

#### Director of External Affairs

##### AT&T

Public Company; 10,001+ employees; T; Telecommunications Industry  
October 2008 - Present (4 years)

Currently working a rotational assignment in Washington, DC with the Public Affairs (National Third Party) team

Directs external affairs programs, local government relations, economic development support and philanthropy programs in Greater Cleveland and the inner-ring suburbs.

#### Attorney

##### The Law Office of Mylayna S. Albright

September 2006 - October 2008 (2 years 2 months)

Handled criminal and civil law cases in Juvenile, Municipal, Common Pleas and U.S. District Courts.

#### Asst. Law Director & Prosecutor

##### The City of Warrensville Heights

February 2004 - October 2008 (4 years 8 months)

- Provided legal advice to the Mayor, City Council, Administrative Cabinet members, Board of Zoning Appeals, Planning Commission, Civil Service Commission and all City departments, developing solutions to complex legal problems
- Handled utility issues including negotiating public right-of-way usage in the city and video competition agreements
- Negotiated, drafted and reviewed general municipal contracts, construction contracts and collective bargaining agreements on behalf of the City

#### Asst. Prosecuting Attorney

##### Cuyahoga County Prosecutor's Office

June 2000 - January 2004 (3 years 8 months)

- Represented the State of Ohio in felony criminal matters including litigating jury/bench trials, motion and evidentiary hearings in the Court of Common Pleas; wrote appellate briefs to the Ohio Court of Appeals, Eighth Appellate District

Mylayna has 1 recommendation (1 report) including:

3rd CHIPPER F. X., ASSISTANT PROSECUTING ATTORNEY, CUYAHOGA COUNTY PROSECUTOR'S OFFICE

### Education

#### Boston College - Carroll School of Management


Certificate, Corporate Citizenship Excellence

2009 - 2009

**The Ohio State University Moritz College of Law**  
J.D., Law  
1994 – 1997  
*Activities and Societies:* Member of the Black Law Students Association

**The Ohio State University**  
M.A., Journalism  
1993 – 1994

Mylayna has 1 recommendation including:

 Mickey B., Student, The Ohio State University

**The Ohio State University**  
B.A., Journalism  
1988 – 1993

*Activities and Societies:* Delta Sigma Theta Sorority, Inc. (Epsilon Chapter), Mortar Board Senior National Honor Society

## Recommendations For Mylayna

### Asst. Prosecuting Attorney Cuyahoga County Prosecutor's Office


"Mylayna is an incredibly intelligent and astute attorney, and worked as the direct assistant to the Department Head. She is well-spoken and has a keen grasp of legal issues. Mylayna has the ability to view all aspects of a case and boil the facts down to the germane issues; the merits which prove, disprove, or determine that more facts are needed in order to render a decision." June 2, 2008

 CHIPPER F. X., ASSISTANT PROSECUTING ATTORNEY, CUYAHOGA COUNTY PROSECUTOR'S OFFICE reported to Mylayna at Cuyahoga County Prosecutor's Office

### Student

#### The Ohio State University

"Mylayna and I have been friends for over 20 years. Since the day Mylayna and I met in 1988 her persistent ambition, integrity & loyalty in both her professional and personal realms have always been admirable. Mylayna is a straight forward, go getter with enough humility to keep her grounded no matter how far the road of her success travels. I trust and would highly recommend Mylayna for any task that requires any degree of dedication. She is the contestant that will always win the game." April 27, 2009

 Mickey B., Student, The Ohio State University, studied with Mylayna at The Ohio State University

## Additional Information

Groups and Associations:

- Delta Sigma Theta Sorority, Inc.
- Cleveland Leadership Center Board of Directors
- Madre Levin College of Urban Affairs Forum Advisory Board
- Cleveland Tenants Organization Board of Directors
- Appointed to the State of Ohio Wireless 9-1-1 Advisory Board



AT&T Employee Alumni  
Join



Ohio State African-American Alumni Network  
Join



Rotary Club Of Cleveland  
Join

Honors and Awards: 2009 - Inducted into the Kaleidoscope 40 Under 40

## Contact Mylayna for:

- career opportunities
- business deals
- getting back in touch
- job inquiries
- reference requests

### Send a message to Mylayna Albright

Get introduced through a connection

Send InMail

# Miesha W. Headen

♦ Richmond Heights, Ohio 44143  
♦ mieshaheaden@sbcglobal.net

## EDUCATION

**COLUMBIA UNIVERSITY**, New York City, New York, B.A., English Literature, 1996  
**URSULINE COLLEGE**, Pepper Pike, Ohio, Masters of Management, 2007

## WORK EXPERIENCE

**DEMOCRATS FOR EDUCATION REFORM**, Cleveland, Ohio  
State of Ohio Director 2010-2011

- Advocated education reform policies statewide,
- Developed partnerships with other education reform groups,
- Increased the visibility and relevance of DFER through media outlets.
- Cultivated a vocal and responsive activist base.

**CITY OF RICHMOND HEIGHTS**, Richmond Heights, Ohio  
Councilwoman, 2009-Present

- Elected in November 2009 to citywide Council at Large
- Chairperson for the Audit Committee.
- Democratic Party Activist: Excellent relationships with many elected officials, including many members of the Ohio Legislative Black Caucus; elected to the Democratic precinct committee; House District 8 coordinator for the Ohio Democratic Party.
- Knowledgeable campaign strategist: Ran successful grassroots campaign against two incumbents.
- Accomplished Grant Strategist: won \$35,000 grant from the Cuyahoga County Department of Development to rehabilitate the Richmond Heights Elementary School playground.
- Accomplished Community Team builder: Grant was awarded through collaboration achieved with the support of Richmond Heights City Council, Richmond Heights Local School District, a committee of 35 concerned residents, the State of Ohio House Representative, the State of Ohio Senator, and the District 11 Congressional Representative.

**MILLIONAIRE LIFESTYLE MAGAZINE**, Fort Lauderdale, FL  
Managing Editor, 2008-2009

- Gained critical knowledge of how to use the media to convey message.
- Managed a team of seven editors to develop story ideas, editing criteria, photography, and deadlines.
- Worked with the Advertising Director to participate in sales calls, negotiate distribution deals, brainstorm ideas about content appropriate advertisers, and establish strategic partnerships with service providers.
- Worked with the graphic design company to ensure that the layout of the features complied with the Publisher's style.

**MOCHA MOMS CLEVELAND EAST**, Cleveland Heights, Ohio  
President, 2008-2009

- Led local chapter of a national advocacy organization formed to support mothers of color who have chosen not to work full-time outside of the home in order to devote more time to their families and communities.
- Increased the representation and strength of the group by growing the membership by 25% and increasing the average daily balance of the fund account by 300%.
- Advanced the community service mission of the group by organizing several events educating residents about educational advocacy for elementary school children, literacy, care giving for the elderly and infirm, family finance, and the attainment of personal goals.
- Empowered the members by holding monthly meetings with reputable guest speakers covering topics, such as cardiovascular health, judicial candidates for local offices, acquisition of fine art, and fashion.

**NATIONAL CITY BANK, Cleveland, Ohio**  
**Examiner-in-Charge, Internal Audit, 2003-2007**

Service as Examiner-in-Charge of Northeast Ohio Middle Market as well as Canadian Branch and Debt Capital Markets.

- Held primary responsibility for planning, on site examination, and report writing.
- Performed targeted examinations of portfolios, testing quality of initial underwriting, effectiveness of CAC (Criticized Assets Committee) presentations, and Watch rated loans for over one year.
- Wrote foundation documents for new non-bank acquisition, Red Capital Group. Engaged in interviews with senior management of Red Capital to understand lines of business and compile findings into permanent documents.
- Performed first validation of small business banking scorecards based upon Fair Issac model, recommending qualitative analysis of scorecard results within quarterly reports.
- Established strong relationships with chief credit officers.
- Tested regulatory compliance of commercial loans for Federal Reserve Bank and OCC, Sarbanes-Oxley.

**BANKONE NA, Columbus, Ohio**  
**Senior Underwriter, 2000-2003**

- Conducted quantitative analysis of tax credit and historic tax credit investments as well as community development lending through use of equity pricing and loan analysis models.
- Structured equity investments and first mortgages for affordable housing projects.
- Performed underwriting for investments in single housing projects and funds with multiple housing projects.
- Wrote investment committee presentations with quantitative and qualitative analyses, including project feasibility and developer capacity.
- Managed closing process, including negotiating partnership agreements and finalizing documentation.
- Held responsibility for portfolio management of permanent loan portfolio with \$35,000,000 in assets.
- Led team of analysts reviewing first mortgages on affordable housing projects, selling 80% of first mortgage portfolio on secondary market.

**CROWE HORWATH, Columbus, Ohio**  
**Banking Consultant, Internal Audit, 1996-2000**

- Performed loan review/risk management function at multiple community banks to analyze credit quality of and assign risk ratings to commercial loans.
- Evaluated complex commercial loans at more than 60 banks in Ohio, Illinois, Indiana, and Kentucky.
- Executed in-depth financial analyses at numerous banks, evaluating asset quality, management supervision, liquidity positions, and loan loss reserve adequacy.
- Consulted lenders concerning best lending practices. Critiqued strength of loan underwriting at origination and verified adherence to policies.
- Implemented procedure to analyze Small Business Administration guaranteed loans for program compliance and asset quality.
- Authored article for company newsletter about critical nature of program compliance before calling for guarantee on defaulted note, gaining two new clients.

**CERTIFICATIONS**

**Certified Credit Risk Analyst, Risk Management Association, 2006**  
**Corporate Governance, Case Business School, 2005**

**COMMUNITY BOARDS AND ORGANIZATIONS**

*Cuyahoga County Public Library Foundation Board*  
*The Women's Committee of the Cleveland Museum of Art*  
*YMCA Hillcrest Board of Advisors*

# COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO

## MOTION NO. M2012-0026

Sponsored by: Council President Connally

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

WHEREAS, the Cleveland-Cuyahoga County Port Authority Board of Directors was established in 1968 to manage maritime operations, and the Organization of the Board of Directors was created pursuant to the provisions of ORC Chapter 4582.03; and,

WHEREAS, the Port of Cleveland fosters job creation and economic vitality in Cleveland and Cuyahoga County; and,

WHEREAS, the Cleveland-Cuyahoga County Port Authority Board of Directors has nine members and the members are appointed by both the City of Cleveland and Cuyahoga County; and,

WHEREAS, members of the Cleveland-Cuyahoga County Port Authority Board of Directors shall be appointed to serve a four (4) year term; and,

WHEREAS, the individual appointed shall have a term commencing immediately upon signature of this Motion; 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 Jan L. Roller, Esq., to serve on the Cleveland-Cuyahoga County Port Authority Board of Directors; and,

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Motion 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 APPROVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:**

**SECTION 1.** The Council of Cuyahoga County hereby confirms the appointment of Jan L. Roller, Esq., to serve on the Cleveland-Cuyahoga County Port Authority Board of Directors to fill a vacancy, commencing immediately.

**SECTION 2.** It is necessary that this Motion 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 Motion receives the affirmative vote of eight members of Council, this Motion shall become immediately effective.

**SECTION 3.** It is found and determined that all formal actions of this Council concerning and relating to the passage of this Motion were passed in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal action were in meetings open to the public, and in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by \_\_\_\_\_, seconded by \_\_\_\_\_, the foregoing Motion was duly approved.

Yeas:

Nays:

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

\_\_\_\_\_  
Date

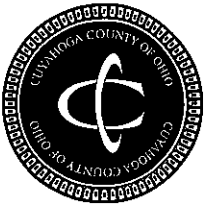
\_\_\_\_\_  
Clerk of Council

\_\_\_\_\_  
Date

First Reading/Referred to Committee:

Committee(s) Assigned:

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



**EDWARD FITZGERALD**  
Cuyahoga County Executive

SEP 11 2012

September 12, 2012

Cuyahoga County Council

C. Ellen Connally, President  
Cuyahoga County Council  
Cuyahoga County Administration Building  
1219 Ontario Street, 4<sup>th</sup> Floor  
Cleveland, OH 44113

Re: Cleveland-Cuyahoga County Port Authority Board of Directors

Dear President Connally:

Pursuant to Ohio Revised Code Section 4582.03, I submit for County Council's confirmation, the following nominee to serve on the Port Authority's Board of Directors:

- **Jan L. Roller, Esq.**

The Cleveland-Cuyahoga County Port Authority was created in 1968 to manage this area's maritime operations. The Port Authority's Board of Directors consists of nine members who are appointed to four-year terms. Six of the members are appointed by the City of Cleveland and the remaining three are appointed by Cuyahoga County.

I have attached a copy of Mr. Roller's resume for your review. As you can read, she is a well-respected leader in both legal and civic matters in the Cleveland area. In addition to attending to her busy legal practice, she serves on numerous non-profit boards, including the Board of Trustees for the Near West Theater. As a testament to her legal skills, Ms. Roller has been selected as an Ohio *Super Lawyer* on several occasions and previously served as the President of the Cleveland Bar Foundation. She has a distinguished career that will be well suited to the Port Authority's Board of Directors and addressing the issues currently facing the Port Authority.

Should you or any of your colleagues have any questions, please feel free to contact my Special Assistant, James Boyle at 216-698-2089.

Sincerely,

Edward FitzGerald  
Cuyahoga County Executive

cc: Yvonne Conwell  
William D. Friedman

# JAN L. ROLLER

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10418 Edgewater Drive, Cleveland, Ohio 44102 • (216) 377.2705 • [jroller@davisyoung.com](mailto:jroller@davisyoung.com)

## EMPLOYMENT

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*Davis & Young LPA* Associate 1983-1988  
*1200 Fifth Third Center* Partner 1989 - Present  
*600 Superior Avenue, East*  
*Cleveland, OH 44114-2654*

Trial Attorney for insurance companies, their insureds,  
hospitals and various businesses since 1983

ASSISTANT DISTRICT ATTORNEY 1980-1982  
*Plymouth County, MA*

ASSISTANT DISTRICT ATTORNEY 1979-1980  
*Suffolk County, MA*

## EDUCATION

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B.A., *cum laude* 1976  
*Denison University* *Granville, Ohio*

J.D. 1979  
*Case Western Reserve University School of Law* *Cleveland, Ohio*

## PROFESSIONAL ACTIVITIES

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- American Board of Trial Advocates, Member 2010
- Cleveland Bar Foundation, Trustee 2001-2008; President 2007-2008
- Judge John M. Manos Inn of Court: Barrister 1992-1993; Master Benchler 1994-Present
- Eighth District Judicial Conference: Life Member, Co-Chair of Conference, April 2006
- International Association of Defense Counsel, Member 2000-2004
- CWRU, Guest Critiquer, Professor . James McElhaney's Trial Tactics Class, 1994-2001
- Case Western Reserve University Law School: Law Alumni Association Board, 1992-1993, 1999-2002
- Member: Ohio State and Cleveland Bar Associations, Defense Research Institute

## LEGAL PRESENTATIONS AND RECOGNITION

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- Named "Super Lawyer" for Insurance Defense: Personal Injury in *Ohio Super Lawyers 2006, 2010*
- "Common Mistakes Made by Plaintiff's Attorneys," Cleveland Academy of Trial Attorneys, Bernard Friedman Litigation Institute, Cleveland, Ohio, 3/25/03

- Presenter at conference, The Women Advocate, "The Woman Lawyer in the Courtroom," co-sponsored by Ohio State Bar and Ohio Women's Bar Associations, 4/20/01
- Trial Superstar Series presentation, Cleveland Bar Association, 10/14/99
- "Gorilla-Guerilla, Conquering the Legal Jungle," Cleveland Bar Association, 5/21/97
- "Beyond Bridging the Gap," Cuyahoga County Bar Association, 4/16/96
- "The Defendant's Opening Statement," Litigation Institute of the Litigation Section of the Cleveland Bar Association, 11/15/88

## **CIVIC ACTIVITIES**

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- The City Club of Cleveland: Trustee 2006 to present, President, 2009-2010
  - Chair, City Club of Cleveland's 100<sup>th</sup> Anniversary Conference on Free Speech, October 10, 2011;
- Near West Theatre: Trustee, 1996-present; President 2001-2003;
- Lutheran Metropolitan Ministries: Trustee 2001-present; President 2005; Vice President 2003;
- Cleveland Bar Foundation: Trustee, 2002 to present; President 2007-2008;
- Ohio Democratic Women's Caucus: Leadership Council, 2007 to present;
- Executive Committee, Ohio Democratic Party, 2006 to present;
- Ohio Women for Kerry: Kerry/Edwards Presidential Campaign, Chair 2004;
- City Year Cleveland: Co-Chair, Advisory Board, 1996-2002;
- Urban Community School: Trustee 1991-2004;
- Visiting Committee, Levin College of Urban Affairs, Cleveland State University, Member 1998-2000;
- Greater Cleveland Women's Roundtable: Chair 1995-1998;
- Cleveland Bicentennial Commission: Task Force Chair, Volunteerism and Community Service, 1994-1996;
- WomenSpace: Board Member 1992-1995;
- Neighborhood Counseling Service: Chair, Building Acquisition Committee;
- Office of School Monitoring and Desegregation: Board Member 1989-1994;
- Planned Parenthood of Greater Cleveland: Board Member 1987-1989;
- Cuyahoga Women's Political Caucus: President 1989-1990; Board Member 1990-1991.

## **AWARDS**

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- Denison University Alumni Citation, 2010;
- Faith and Friendship Award, 2010, Lutheran Metropolitan Ministries;
- Nonprofit Executive of the Year, 2008 Pillar Award, SmartBusiness;
- 2007 Ohio Democratic Party Volunteer of the Year Award.

## **PERSONAL**

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Married: David T. Abbott  
 Executive Director, George Gund Foundation  
 Cleveland, Ohio

Children: Three sons

A member of the firm since 1983, Jan's primary interest is in trial work, with a special emphasis in medical malpractice and personal injury defense litigation. She has successfully defended cases involving catastrophic injury and allegations of wrongful death, defamation and employer intentional torts.

Admitted to the Massachusetts bar in 1980 and the Ohio Bar in 1983, she was an Assistant District Attorney of Suffolk and Plymouth Counties in Massachusetts from 1979-82. Jan is a Master Benchers of the Judge John M. Manos Inn of Court. She is a member of the Society of Benchers of the Case Western Reserve University School of Law, the American Board of Trial Advocates and a life member and Co-Chair (April, 2006) of the Eighth District Judicial Conference. Jan serves on a number of non-profit boards in Cleveland, and is also a member of the Cleveland Metropolitan and Ohio State Bar Associations.

Jan was named "Super Lawyer" for Insurance Defense: Personal Injury in "Ohio Super Lawyers" 2006 and 2010.

Born in Michigan, Jan received her B.A. from Denison University in 1976 and her J.D. from Case Western Reserve University School of Law in 1979.

Jan is rated "AV" by Martindale Hubbell.



**Jan L. Roller**

# Jan L. Roller

## Davis & Young LPA

Jan is a partner in the Cleveland office of Davis & Young LPA where she focuses her practice on trial work, with a special emphasis in medical malpractice and personal injury defense litigation. Prior to joining Davis & Young, Jan worked as an Assistant District Attorney in Massachusetts.

Jan is an AV-rated attorney by *Martindale-Hubbell* and she is a Master Benchers of the Judge John M. Manos Inn of Court. She is also a member of the Society of Benchers of Case Western Reserve University School of Law, the American Board of Trial Advocates, and she is a life member and Co-Chair of the Eighth District Judicial Conference. As well, Jan was selected by her peers for inclusion in Ohio *Super Lawyers* magazine in 2006, 2007, and 2010.

Jan is a frequent speaker on the topic of trial tactics, having given numerous presentations during her career. She is a member of the Cleveland Metropolitan Bar Association, the Ohio State Bar Association, the Cleveland Association of Civil Trial Attorneys, the Defense Research Institute, and the Trial Lawyers Association.

# COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO

## MOTION NO. M2012-0024

Sponsored by: Council President Connally

**A Motion confirming the County Executive's appointment of individuals to serve on the Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County, and declaring the necessity that this Motion become immediately effective.**

WHEREAS, Ohio Revised Code Section 340.02 establishes the Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County; and,

WHEREAS, the Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County is responsible for the planning, funding and monitoring of public mental health and alcohol and other drug addiction services delivered to the residents of Cuyahoga County; and,

WHEREAS, pursuant to Ohio Revised Code Section 340.02, the Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County shall consist of eighteen (18) appointed members; and,

WHEREAS, members of the Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County shall be appointed to serve a four year term; and,

WHEREAS, the individuals appointed will be appointed to fill vacancies and shall have a term commencing immediately upon signature of this Motion; 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, to serve on the Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County:

- a) Stephanie J. FallCreek, D.S.W.
- b) Mary O. Boyle
- c) William J. Tobin
- d) Elsie Caraballo; and,

WHEREAS, this Council by a vote of at least eight (8) members determines that it is necessary that this Motion 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 APPROVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:**

**SECTION 1.** The Council of Cuyahoga County hereby confirms the appointment of the following individuals, to serve on the Alcohol, Drug Addiction and Mental Health Service Board of Cuyahoga County to fill vacancies, commencing immediately:

- a) Stephanie J. FallCreek, D.S.W.
- b) Mary O. Boyle
- c) William J. Tobin
- d) Elsie Caraballo.

**SECTION 2.** It is necessary that this Motion 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 Motion receives the affirmative vote of eight members of Council, this Motion shall become immediately effective.

**SECTION 3.** It is found and determined that all formal actions of this Council concerning and relating to the passage of this Motion were passed in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal action were in meetings open to the public, and in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by \_\_\_\_\_, seconded by \_\_\_\_\_, the foregoing Motion was duly approved.

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date



First Reading/Referred to Committee: September 11, 2012  
Committee(s) Assigned: Human Resources, Appointments & Equity

Journal CC007  
September 25, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0190

Sponsored by: <b>Council President Connally</b>	<b>A Resolution</b> approving the City of Cleveland to retain a certain City Land Bank parcel for devotion to public use to construct a new Third District Police Station, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, pursuant to the Ohio Revised Code 5722.07, the City of Cleveland shall receive approval from the legislative authorities of those taxing districts entitled to share in the proceeds from sale of the land bank parcels to be able to retain parcels acquired by it through a land reutilization program; and,

WHEREAS, the City of Cleveland would like to retain the following Land Bank parcel for permanent use: 104-31-017, and has requested the Cuyahoga County Council to issue a resolution authorizing same; and,

WHEREAS, Permanent Parcel Number ("PPN") 104-31-017 is a consolidated parcel that includes PPNS 104-31-018, 104-31-019, 104-31-020, and 104-31-026; and,

WHEREAS, it is necessary that this Resolution become immediately effective due to plans to commence construction of a new 3-story Third District Police Station during the fourth quarter of 2012.

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

**SECTION 1.** The Cuyahoga County Council hereby authorizes the City of Cleveland to retain the following Land Bank parcel for public use to construct a new Third District Police Station: 104-31-017.

**SECTION 2.** This Resolution is not intended to impact other taxing authorities entitled to share in the proceeds from these parcels, and it is expected that the City will approach each respective taxing authority to issue its own resolution.

**SECTION 3.** It is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue without interruption, and to provide for the usual, daily operation of a county department; therefore, this Resolution, provided it receives the affirmative vote of eight members of Council, shall become effective immediately upon the signature of the County





**City of Cleveland**

Frank G. Jackson, Mayor

Mayor's Office of Capital Projects  
Division of Real Estate  
James DeRosa, Commissioner  
601 Lakeside Avenue, Room 518  
Cleveland, Ohio 44114-1015  
216/664-4052 Fax: 216/664-2289  
www.city.cleveland.oh.us

September 13, 2012

Joseph Nanni  
Chief of Staff  
Cuyahoga County Council  
1219 Ontario Street -Room 424  
Cleveland, Ohio 44113

**RE: Cuyahoga County Council Approval of Retention of Certain  
City Land Bank Lots for Devotion to Public Use – Third District Police Station**

Dear Mr. Nanni:

The City of Cleveland intends to retain a certain city land bank parcel for devotion to public use instead of selling the parcel through the City's Land Reutilization Program. The land will be used to construct a new Third District Police Station on Chester Avenue just west of E. 55<sup>th</sup> Street.

In this situation, Ohio Revised Code 5722.07 requires that the City receive approval from the legislative authorities of those taxing districts entitled to share in the proceeds from sale of the land bank parcel(s). City of Cleveland, Cuyahoga County and Cleveland Metropolitan School District are the legislative authorities for the subject parcel.

Please initiate the appropriate action to seek County Council approval for City of Cleveland to devote the following parcel to a public use:

104-31-017

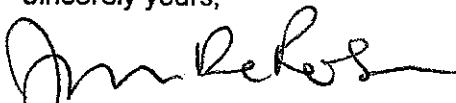
Auditor's Permanent Parcel Number (PPN) 104-31-017 is a consolidated parcel that includes PPNs 104-31-018, 104-31-019, 104-31-020, and 104-31-026.

This parcel, located at 4501-4801 Chester Avenue, is the former Ward Bakery site which has been a vacant site for many years.

The new 3-story Third District Police Station will be approximately 60,000 square feet on nearly 4 acres. The project will achieve a LEED certification and will include community space as well as a public art installation. Up to 330 uniformed officers and civilian employees will be assigned to this facility upon completion. Construction is anticipated to begin in the fourth quarter of 2012.

Please contact me should you require additional information.

Sincerely yours,



James D. DeRosa, Commissioner



## **5722.07 Sale of land acquired in land reutilization program.**

As used in this section, "fair market value" means the appraised value of the nonproductive land made with reference to such redevelopment and reutilization restrictions as may be imposed by the electing subdivision as a condition of sale or as may be otherwise applicable to such land.

An electing subdivision may, without competitive bidding, sell any land acquired by it as a part of its land reutilization program at such times, to such persons, and upon such terms and conditions, and subject to such restrictions and covenants as it deems necessary or appropriate to assure the land's effective reutilization. Except with respect to a sale by a county land reutilization corporation, such land shall be sold at not less than its fair market value. However, except with respect to land held by a county land reutilization corporation, upon the approval of the legislative authorities of those taxing districts entitled to share in the proceeds from the sale thereof, the electing subdivision may either retain such land for devotion by it to public use, or sell, lease, or otherwise transfer any such land to another political subdivision for the devotion to public use by such political subdivision for a consideration less than fair market value.

Whenever an electing subdivision sells any land acquired as part of its land reutilization program for an amount equal to or greater than fair market value, it shall execute and deliver all agreements and instruments incident thereto. The electing subdivision may execute and deliver all agreements and instruments without procuring any approval, consent, conveyance, or other instrument from any other person or entity, including the other taxing districts entitled to share in the proceeds from the sale thereof.

An electing subdivision may, for purposes of land disposition, consolidate, assemble, or subdivide individual parcels of land acquired as part of its land reutilization program.

Effective Date: 04-05-1991; 2008 SB353 04-07-2009

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0212

Sponsored by: <b>Councilmember Rogers on behalf of Cuyahoga County Solid Waste Management District</b>	<b>A Resolution</b> adopting the 2013 - 2028 Solid Waste Management Plan Update for the Cuyahoga County Solid Waste Management District, and declaring the necessity that this Resolution become immediately effective.
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**WHEREAS**, the Ohio Solid Waste Disposal Act, effective June 24, 1988, mandates that all counties establish a Solid Waste District and a Solid Waste Policy Committee to prepare, adopt and submit to the Ohio Environmental Protection Agency a Solid Waste Management Plan; and

**WHEREAS**, solid waste management districts shall submit an amended plan to the Director of the Ohio Environmental Protection Agency every five years pursuant to *Section 3734.56* of the *Ohio Revised Code*; and

**WHEREAS**, the Cuyahoga County Solid Waste Management District Policy Committee prepared and adopted a final draft of the Cuyahoga County Solid Waste Management Plan Update in accordance with *Ohio Revised Code Sections 3734.53 3734.54 and 3734.55*; and

**WHEREAS**, the District provided a copy of the Cuyahoga County Solid Waste Management Plan Update (2013 - 2028) for ratification to each of the legislative authorities of the District; and

**WHEREAS**, this legislative authority is required by *Section 3734.55 (b)* of the *Ohio Revised Code* to approve or disapprove the Plan Update within 90 days after receiving a copy of the Plan Update.

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

**SECTION 1.** That the Council of Cuyahoga County approves the 2013 - 2028 Cuyahoga County Solid Waste Management Plan Update, attached herein as Exhibit A.

**SECTION 2.** That, upon approval, the Clerk of Council is hereby directed to provide the Cuyahoga County Solid Waste Management District a copy of this resolution, to the attention of the Executive Director of the Cuyahoga County Solid Waste Management District.

**SECTION 3.** It is necessary that this Resolution become immediately effective in order to ensure that the County complies with requirements of the Ohio Revised Code, as they relate to Solid Waste Management Plan Updates. Provided that this Resolution receives the affirmative vote of at least eight (8) members of Council, this Resolution shall take effect and be in force immediately upon its adoption by the Council and signature of the County Executive.

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

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

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



A black and white photograph of a smiling woman with short hair and large hoop earrings. She is holding a large, dark-colored recycling bin with both hands. The bin has a prominent recycling symbol (a triangle of arrows) on its front. The background is dark and textured.

**A SUMMARY OF THE  
CUYAHOGA COUNTY  
SOLID WASTE  
MANAGEMENT PLAN**  
*Update 2013-2028*

**Waste Reduction • Recycling • Composting • Disposal**



Cuyahoga County Solid Waste  
**POLICY COMMITTEE**

**CUYAHOGA COUNTY REPRESENTATIVES**

Mr. Ed Jerse, *Cuyahoga County Director of Regional Collaboration*

Mr. Nathan Kelly, *Cuyahoga County Deputy Chief of Staff, Development*

Ms. Sunny Simon, *Cuyahoga County Council*

**MUNICIPAL REPRESENTATIVES**

Honorable Robert Blomquist, *Mayor, City of Olmsted Falls*

Mr. Robert Brown, *for Mayor Frank Jackson, City of Cleveland*

Honorable Michael Byrne, *Mayor, City of Parma Heights*

Honorable Susan Infeld, *Mayor, City of University Heights*

Honorable Kathy Mulcahy, *Mayor, Village of Orange*

Honorable Eileen Patton, *Mayor, City of Fairview Park*

Honorable Michael Procuk, *Mayor, Village of Brooklyn Heights*

Honorable Dan Ursu, *Mayor, City of Richmond Heights*

**PUBLIC REPRESENTATIVES**

Ms. Virginia Aveni, *Public Representative*

Ms. Christina Vernon, *Cleveland Clinic, Business Representative*



**R E**

# INTRODUCTION

The Cuyahoga County Solid Waste District is pleased to present this summary of the Cuyahoga County Solid Waste Management Plan Update (2013-2028). This Plan Update outlines the strategies that the District will use to safely manage solid waste produced in Cuyahoga County and to meet Ohio's goals for waste reduction and recycling.

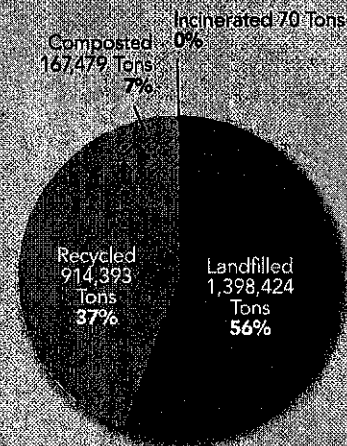
In this plan summary you will read how Cuyahoga County's waste is currently managed and how it will be managed in the future in a cost-effective and environmentally sustainable way. You will learn how Cuyahoga County surpasses Ohio's recycling goals today and how we will continue to divert more materials from landfills so they can be reclaimed and used again.

The Cuyahoga County Solid Waste Plan Update was prepared by the Cuyahoga County Solid Waste District, the Cuyahoga County Solid Waste Policy Committee and a myriad of stakeholders that provided input into the development of a solid waste management plan that meets the varied needs of county residents, local government and the business community.

The complete Cuyahoga County Solid Waste Management Plan Update (2013-2028) is available on the District's web site [www.cuyahogaswd.org](http://www.cuyahogaswd.org). The Plan is also available on CD. Please contact the District at (216) 443-3749.

## Solid Waste Management Methods

All Sectors of Cuyahoga County Combined

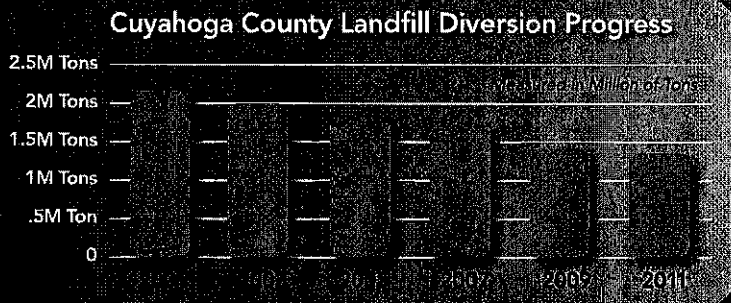


CYCLING

## BACKGROUND

Back in the early 1980s, Ohio had a garbage problem. Open, unregulated dumps threatened ground water and public health. Recycling was minimal and an influx of waste from the east coast was being dumped in Ohio. In addition, there was no process for planning for our future waste disposal needs and no local control over the siting of solid waste facilities.

In 1988, Ohio legislators responded to this garbage problem by adopting the Ohio Solid Waste Disposal Act, also called H. B. 592. This law set in motion a statewide regulatory and planning process to manage solid waste in an environmentally protective manner and to use our natural resources efficiently by reducing waste and increasing recycling.



Out of this law, 52 solid waste management districts were formed in Ohio, and comprised of single counties or groups of counties. Each District was required to convene a Solid Waste Policy Committee and prepare a comprehensive solid waste management plan. Each district plan needed to meet statewide planning objectives and recycling goals set by the Ohio EPA in the State Solid Waste Plan. In developing these statewide requirements, the Ohio EPA strived to make landfilling the last resort rather than the primary method for managing waste.

### WHAT IS THE CUYAHOGA COUNTY SOLID WASTE MANAGEMENT PLAN?

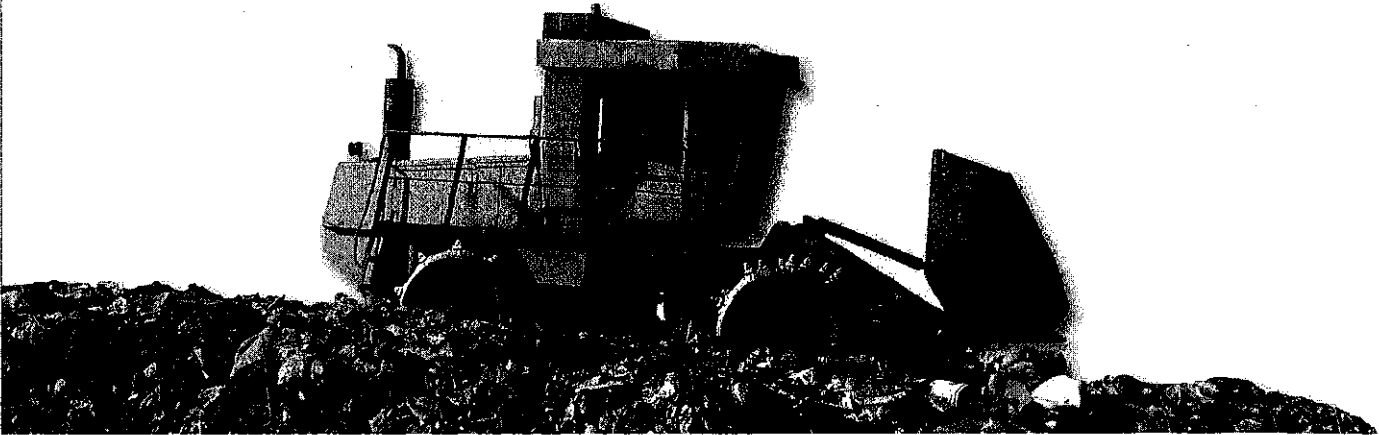
The Cuyahoga County Solid Waste Management Plan is updated every five years by the Cuyahoga County Solid Waste Policy Committee according to a format prescribed by Ohio EPA. The Plan describes Cuyahoga County's progress in achieving Ohio's recycling mandates and details how our remaining waste will be managed over a 15 year planning period. The plan also addresses how "special wastes" that are restricted from landfill disposal will be managed. The staff of the Cuyahoga County Solid Waste District is responsible for implementing the plan using a funding mechanism contained in the plan. **The Cuyahoga County Solid Waste Management Plan (2013-2028)** updates the plan that was ratified by communities in 2006.

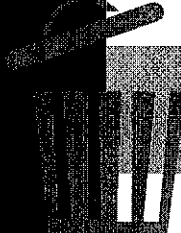
## WHAT'S IN THE PLAN?

- An inventory of existing solid waste generation and disposal practices in Cuyahoga County's residential, commercial and industrial sectors.
- An inventory of recycling practices in Cuyahoga County demonstrating that Cuyahoga County will achieve Ohio's recycling mandates which require us to recycle 25% of our residential and commercial waste generated and 66% of our industrial waste.
- A disposal capacity analysis demonstrating that there is sufficient waste transfer and landfill capacity to meet Cuyahoga County's needs through 2028.
- A summary of the District's strategies to encourage recycling, manage materials banned from landfills, safely dispose of household hazardous waste, and promote cost-effective solid waste and recycling services in the county.
- A plan implementation budget demonstrating how the Cuyahoga County Solid Waste District will fund the implementation of the Solid Waste Plan with its proposed programs and services.

## HOW IS THE PLAN RATIFIED?

State law requires the Cuyahoga County Solid Waste Management Plan to go through a local ratification process whereby a number of local governmental bodies vote on the plan. Ratification occurs when city and village councils and township trustees representing 60% of Cuyahoga County's population, including the largest city (Cleveland) vote to approve the plan. In addition, the Cuyahoga County Council must vote to approve the plan. Once all the approvals are obtained, the plan is deemed ratified by Ohio EPA and then implemented by the Cuyahoga County Solid Waste District. If local governments do not ratify the Plan, the Director of the Ohio EPA is required by state statute to prepare a plan for Cuyahoga County and order the Solid Waste District to implement Ohio EPA's plan.





## OUR WASTE MANAGEMENT SYSTEM

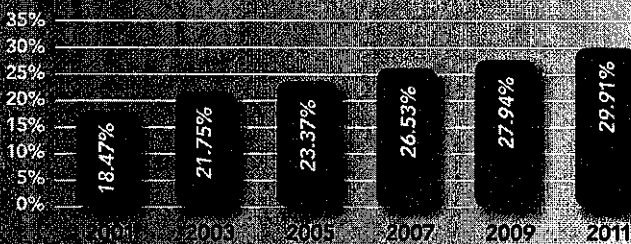
Most people give little thought to their trash and recyclables once they hit the curb or the dumpster. Yet once this happens, a complex waste management system kicks in to ensure that the materials "go away" virtually unnoticed. The process of collecting, transporting, and managing our waste involves thousands of employees working in both the public and private sectors and dozens of facilities used to recycle, compost or dispose of our waste. County-wide, we generate over 2.5 million tons of waste materials that must be managed.

### WHAT HAPPENS TO OUR TRASH?

#### Waste Collection and Transfer

Private companies handle waste collection from 37 communities and all of our businesses and institutions. There are over 200 waste and recycling hauling companies that operate in Cuyahoga County. The largest haulers are Kimble, Republic Waste, Rumpke Waste, and Waste Management. In addition, 22 communities provide municipal waste collection and recycling services to their residents. Transporting this waste to distant landfills requires the use of transfer stations. Eleven transfer stations consolidate waste onto long-haul trucks before transport. Local governments own five of these facilities. Private companies own the rest.

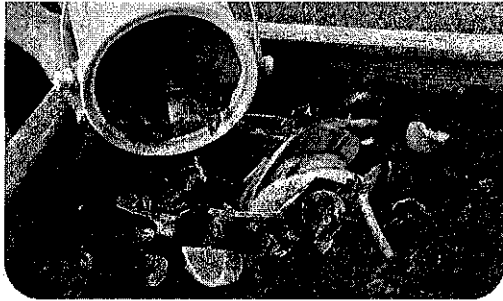
Cuyahoga County Residential Recycling



#### Recycling

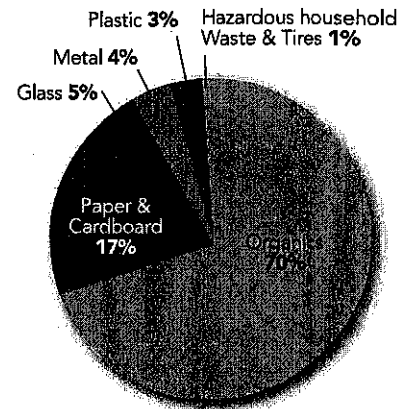
Recycling figures prominently into Cuyahoga County's waste management system. Today, we recycle 44% of our residential, commercial and industrial waste stream. That's over one million tons annually. Recycling is defined as any waste material that is diverted from landfill disposal through waste reduction, composting or recycling activities. Recycling rates, especially in our communities, have steadily increased since the Solid Waste District first began tracking this information in 1990. Today, all communities offer some type of recycling services to their residents,

from curbside and drop-off recycling to special waste recycling. Recycling has also become prevalent in Cuyahoga County's businesses, institutions, public venues, and manufacturing facilities. Recycling can flourish here with 58 curbside recycling programs, 619 drop-off recycling locations, 60 recycling facilities and 34 composting facilities serving Cuyahoga County waste generators.



## WHAT WE RECYCLE

### Residential Recycling



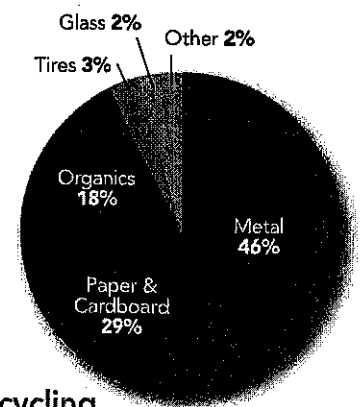
### Composting

Composting is used by communities and businesses as a cost-effective way to manage organic materials like leaves, wood waste and grass clippings. Currently, there are 34 Ohio EPA registered composting facilities turning Cuyahoga County's organic waste into a nutrient-rich soil amendment. Annually, approximately 167,000 tons of organic waste is diverted from landfills through composting.

### Landfilling

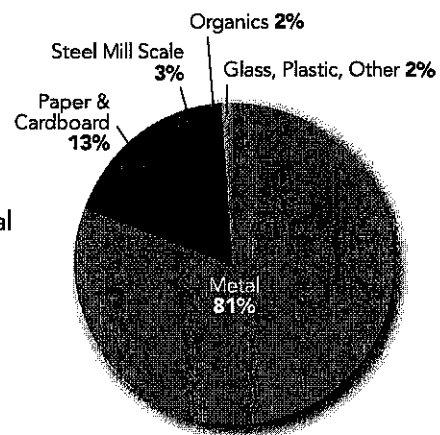
Today, landfills are a safe way to manage the waste that we cannot currently recycle or compost. Ohio EPA regulations require landfills to be engineered using best available technology. This includes using clay and synthetic liners, leachate collection systems and methane gas collection systems that protect the environment and public health. These large facilities are mostly operated by privately owned waste management companies and are located outside of Cuyahoga County. Cuyahoga County's waste is currently exported to 15 landfills located across Ohio.

### Commercial Recycling



Ohio solid waste law requires counties to reduce reliance on landfills by increasing recycling. The Cuyahoga County Solid Waste District tracks Cuyahoga County's progress in diverting waste from landfills. Over the past decade the amount of waste we send to landfills has decreased from over 2 million tons per year to approximately 1.3 million tons per year.

### Industrial Recycling



### Incineration

Incineration is not currently used to manage municipal solid waste in Cuyahoga County with the exception of five documented residential and commercial facilities that still maintain a small incinerator to burn their own waste.



# Cuyahoga County Solid Waste Management Plan STRATEGIES FOR THE FUTURE

The Cuyahoga County Solid Waste District is the most populous and urbanized district in Ohio, with nearly 1.3 million residents and thousands of businesses and institutions generating approximately 2,551,482 million tons of waste each year. This amounts to about 11 pounds per person per day. The District projects that waste generation will slightly increase during the 15 year planning period as the economy improves, and more goods are consumed and more waste is produced.

## PLANNING FOR OUR FUTURE WASTE DISPOSAL NEEDS

While recycling and composting divert waste from landfills and conserve landfill space, Cuyahoga County relies heavily on landfills to dispose of the waste that remains. The District analyzed Cuyahoga County's future waste disposal needs and determined that there is ample capacity in Ohio's existing landfills to dispose of Cuyahoga County's trash for the 15 year planning period and beyond. Most of our waste goes to four landfills located in Lorain, Richland, Stark and Wayne counties. The life expectancies for these landfills range from 22 to 74 years.

Landfills Receiving Cuyahoga County Solid Waste



## WASTE TO ENERGY

Technologies to convert waste to energy are proposed as an alternative to landfilling by many in the waste industry. While mass-burn technology has been used for decades to produce energy from waste, there are other technologies such as gasification and pyrolysis that may be used in the future if proven commercially feasible. Locally, the City of Cleveland is exploring the possibility of gasifying its waste and two new companies plan to construct facilities locally to convert plastic waste into oil and chemical products. If proven to be viable and cost effective these facilities will enable more waste recovery by creating a market for the residual waste we cannot currently recycle.



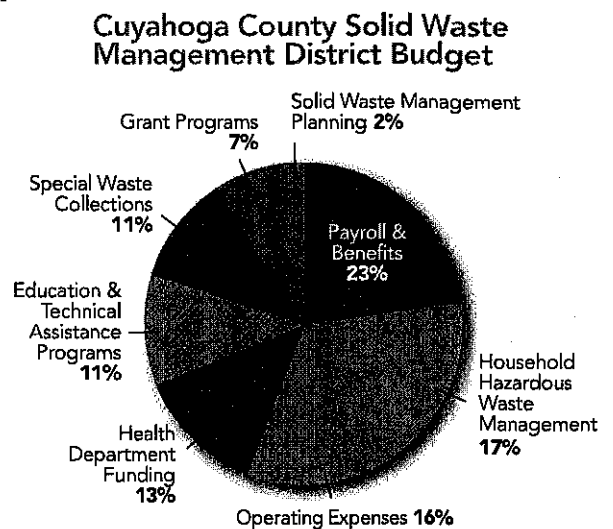
## WASTE MINIMIZATION STRATEGIES

The Cuyahoga County Solid Waste Management Plan identifies the programs and services to be offered by the Cuyahoga County Solid Waste District to advance cost-effective and environmentally-sustainable solid waste management practices within the communities, businesses and institutions of Cuyahoga County. When updating the Plan, the District surveyed over 1,000 public officials, educators, businesses and residents to obtain feedback on its programs. Four separate electronic surveys were sent to stakeholders in April of 2011. The surveys responses were used to evaluate District services and determine which would be included in the Plan Update. The selected services are described on pages 10 and 11.

## PLAN FUNDING

Funding to implement The Cuyahoga County Solid Waste Management Plan comes from a Generation Fee. The Generation Fee is levied on each ton of solid waste generated in Cuyahoga County and landfilled in Ohio. The fee is collected by the receiving solid waste facility and remitted to the District. No fee is levied on waste that is recycled or composted.

The current Generation Fee is \$1.50 per ton and will not increase with this plan update. Cuyahoga County's fee is among the lowest of all Ohio's solid waste districts and amounts to approximately \$1.56 per resident per year. The District has worked to keep its fee low and the value high for its customers. In fact, since the District was formed in 1994, the fee has only increased once. That was in 2006 when communities ratified the most recent solid waste plan along with a modest \$0.50 per ton increase. The Generation Fee provides the District with approximately \$2 million in annual revenue and funds the programs and services described in this brochure.





## Cuyahoga County Solid Waste Management Plan **PROGRAMS AND SERVICES**

*The following services will be offered by the Cuyahoga County Solid Waste District as part of the implementation of the Cuyahoga County Solid Waste Management Plan (2013–2028)*

### **RECYCLING ASSISTANCE AND EDUCATION**

#### **New District-Wide Education and Branding**

The District will implement a countywide media campaign to increase recycling awareness and participation. In addition, a branding campaign will increase public awareness of the Solid Waste District and its services.

#### **Grant Programs**

The District will offer *Community Recycling Awareness* grants and *Recycling Container* grants to support and expand recycling.

#### **Local Government Consulting Services**

The District will offer free consulting services to Cuyahoga County communities. Services will include contracting assistance, recycling program assistance, collection cost analysis, automation feasibility analysis.

#### **Children's Education**

The District will provide an Education Specialist to educate children about recycling and the environment. Services will include classroom and camp activities, presentations, teacher workshops and curriculum materials.

### **General Public Education and Outreach**

The District will provide recycling information to the public through its recycling hotline, web site, speakers, brochures, and e-newsletters.

### **Business Recycling Assistance**

The District will provide a Business Recycling Specialist to help businesses and institutions implement recycling programs. Services will include waste audits, workshops, presentations, and contract assistance.

### **Yard Waste Management**

The District will promote composting by offering seminars on backyard composting to the public and through compost bin sales.



## SPECIAL WASTES

### Household Hazardous Waste Management

The District will provide free disposal of household hazardous waste collected by all Cuyahoga County communities.

### Special Waste Convenience Center

The District will provide a year-round collection center to receive household hazardous wastes, electronics and other hard to recycle materials collected by Cuyahoga County communities.

### Electronics Recycling

The District will promote county-wide electronics recycling by conducting *Recycle Your Computer Month* events in partnership with Cuyahoga County communities.

### Scrap Tire Recycling

The District will offer an annual Scrap Tire Round-Up to provide free collection of scrap tires from Cuyahoga County communities.

### Litter Collection

The District will offer communities free litter collection services provided by Court Community Service.

### Mercury Collection

The District will provide residents with free drop-off locations for items that contain mercury at participating fire departments.

### Phone Book Recycling

The District will offer an annual phone book recycling drive in cooperation with The Cleveland Metroparks until 2016. The program is being phased out as the need for this service declines.

## OTHER SERVICES

### Recycling Market Development

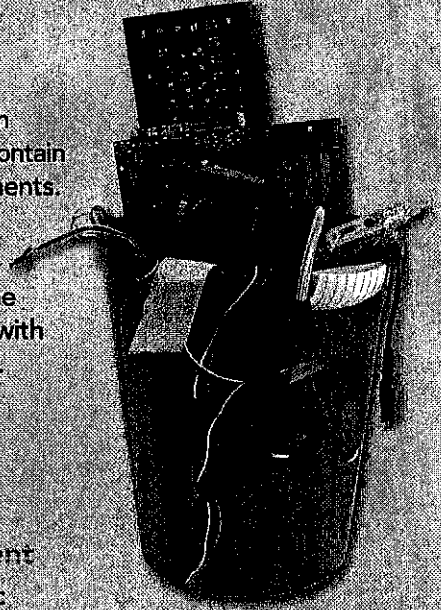
The District will encourage economic development by promoting local recycling companies and applying for state grants for recycling business expansion.

### Solid Waste Code Enforcement

The District will provide annual funding to the Cleveland Department of Public Health and the Cuyahoga County Board of Health to inspect solid waste facilities for compliance with Ohio EPA regulations.

### Contracting Consortiums

The District will continue to facilitate the development of municipal contracting consortiums for solid waste and recycling services among Cuyahoga County communities.





*The Cuyahoga County Solid Waste Management District is a public agency working to advance environmentally-sustainable and economical solid waste management practices within the communities, institutions and businesses of Cuyahoga County. The District offers a wide variety of services designed to increase recycling opportunities, promote environmental awareness, and support local recycling-based businesses.*

**Cuyahoga County Solid Waste District Staff**

<i>Diane Bickett, Executive Director</i>	<i>Kathleen Rocco, Education Specialist</i>
<i>Jessica Ciaccia, Solid Waste Planner</i>	<i>Doreen Schreiber, Business Recycling Specialist</i>
<i>Maria Ortiz, Business Administrator</i>	<i>Cristie Snyder, Program Officer</i>

**Cuyahoga County Solid Waste District Board of Directors**

*Edward FitzGerald, Cuyahoga County Executive*  
*Julian Rogers, Cuyahoga County Councilman*  
*Bonnie Teeuwen, Cuyahoga County Public Works Director*

**Cuyahoga County Solid Waste District**  
4750 East 131 Street, Garfield Heights, OH 44105  
(216) 443-3749 [www.cuyahogaswd.org](http://www.cuyahogaswd.org)

# County Council of Cuyahoga County, Ohio

## Ordinance No. O2012-0022

Sponsored by: <b>Councilmembers Brady and Miller</b>	<b>An Ordinance</b> designating an additional five percent of all collections of delinquent real property, personal property and manufactured and mobile home taxes and assessments to be deposited in the delinquent tax and assessment collection fund; and appropriating such amount to the use of the Cuyahoga County Land Reutilization Corporation.
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WHEREAS, pursuant to division (B) of Section 321.261 of the Ohio Revised Code, this County Council may designate an additional five percent (5%) deduction from all collections of delinquent real property, personal property and manufactured and mobile home taxes and assessments (the "Additional DTAC Fee") to be deposited in the delinquent tax and assessment collection fund (the "DTAC Fund") and appropriated for the use of a county land reutilization corporation, including the Cuyahoga County Land Reutilization Corporation (the "Corporation"); and

WHEREAS, pursuant to subdivision (B) of Section 321.261 of the Ohio Revised Code, the Corporation has requested that this Council consider designating the Additional DTAC Fee, commencing January 1, 2013, and continuing through December 31, 2013, subject to the limitation provided for in Section 2 of this Ordinance; and

WHEREAS, this Council finds that designating the Additional DTAC Fee, subject to the limitation provided for in Section 2 of this Ordinance, to provide a portion of the Corporation's Annual Base Funding, is in the best interests of the County and is necessary for the Corporation to continue to achieve its mission and public purposes of, among others, alleviating the slum and blight of vacant, abandoned and foreclosed properties within the County and the negative consequences which certain national real estate practices and the recent recession have inflicted on the local real estate markets;

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

**SECTION 1. Additional DTAC Fee.** Pursuant to and in accordance with Section 321.261(B) of the Ohio Revised Code and subject to the other provisions of this Ordinance, this Council hereby designates the Additional DTAC Fee in the annual amount of five percent (5%) to be applied on all collections of delinquent real property, personal property and manufactured and mobile home taxes and assessments solely for the use of the Corporation as part of its Annual Base Funding,

commencing on January 1, 2013 and continuing through December 31, 2013.

**SECTION 2. Maximum Base Funding.** Notwithstanding the provisions of Section 1 of this Ordinance, the aggregate amount transferred to the Corporation from the DTAC Fund and the penalties and interest on current late and delinquent taxes and assessments deposited into the County Land Reutilization Fund in any single fiscal year of the Corporation shall not exceed \$7,000,000.00 (the "Maximum Annual Base Funding Amount").

**SECTION 3. Deposit and Appropriation of Additional DTAC Fee.** All amounts constituting the Additional DTAC Fee shall be deposited in the DTAC Fund, and such amounts upon their deposit in such fund, subject to the provisions of Section 2 of this Ordinance, are hereby appropriated for the sole use of the Corporation and shall be disbursed to the Corporation upon warrant of the Fiscal Officer of the County (the "Fiscal Officer").

**SECTION 4. Delivery to County Treasurer and Fiscal Officer.** The Clerk of Council is hereby instructed to transmit a copy of this Ordinance upon its execution by the County Council President, the County Executive and the Clerk of Council to the Fiscal Officer and the County Treasurer.

**SECTION 5. Open Meeting Determination.** It is found and determined that all formal actions of this Council meeting and relating to the adoption of this Ordinance were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal actions were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

First Reading/Referred to Committee: August 14, 2012  
Committee(s) Assigned: Finance & Budgeting

Second Reading: September 11, 2012

Journal CC007  
September 25, 2012





B.	20A814 – Wireless 9-1-1 Government Assistance	<b>BA1200714</b>
	JA106773 – Wireless 9-1-1 Government Assistance	
	Personal Services	\$ 175,000.00

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

C.	01A001 – General Fund	<b>BA1200715</b>
	SH350272 – Law Enforcement-Sheriff	
	Other Expenses	\$ 122,657.52

Funding Source: General Fund covering the period January 1, 2012 through December 31, 2012.

D.	21A003 – High Visibility Enforcement Overtime	<b>BA1200716</b>
	SH350785 – High Visibility Enforcement Overtime 2012	
	Personal Services	\$ 74,705.57
	Other Expenses	\$ 2,973.75

Funding Source: United States Department of Transportation Federal Fiscal Year 2012 covering the period is October 1, 2011 through September 30, 2012. No cash match is required.

E.	22S157 – FY 2010 Neighborhood Stabilization Program II	<b>BA1200670</b>
	DV725291 – FY 2010 Neighborhood Stabilization Project Plan	
	Other Expenses	\$ 359,610.49

Funding Source: Department of Housing and Urban Development (HUD).

F.	22A268 – 2012 Home Weatherization Assistance Program	<b>BA1200671</b>
	DV752317 – 2012 Home Weatherization Assistance Program	
	Other Expenses	\$ 750.00

Funding Source: Department of Housing and Urban Development.

G.	24A640 – FCFC Public Assistance	<b>BA1200589</b>
	FC451492 – Family and Children First Council PA	
	Other Expenses	\$ 177,000.00

Funding Source: Health and Human Services Levy Fund.

H.	24A430 – Executive Office for HHS	<b>BA1200709</b>
	HS157289 – Executive Office for HHS	
	Other Expenses	\$ (177,000.00)

Funding Source: Health and Human Services Levy Fund.

I.	21A047 – O’Neill Invest in Children & Pos Mom Init	<b>BA1100631</b>
	EC720912 – O’Neill Foundation for Invest in Children & Pos Mom Init	
	Other Expenses	\$ 150,000.00

Funding Source: O'Neill Foundation. .

J.	20A064- Cuy County Educational Asst (CEAP)	<b>BA1200729</b>
	WI141622 – Cuy County Educational Asst Prog (CEAP)	
	Other Expenses	\$ 500,000.00

Funding Source: General Fund Reserves allocated for this purpose.

K.	40A069 – Capital Projects Future Debt Issue	<b>BA1200554</b>
	CC768051 – Sheriff Radio Upgrade Project	
	Capital Outlay	\$ 1,204,191.88

Funding Source: Funding for the project will be from the planned 2012 general obligation debt issuance.

L.	40A069 – Capital Projects Future Debt Issue	<b>BA1200555</b>
	CC768077 – 2012 FAA Environmental Assessment	
	Capital Outlay	\$ 761,665.00

Funding Source: Federal Aviation Association (FAA) grant of \$761,665 to begin the study. The project will also require some matching funds from the state and the county. These matching funds are estimated to be \$84,630 and will be funded from Airport operating revenue.

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

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

A. FROM:	01A001 – General Fund	<b>BA1200707</b>
	CC012054 – Human Resources	
	Other Expenses	\$ 139,067.33
	01A001 – General Fund	
	CC012112 – Employment	
	Other Expenses	\$ 24,554.84
TO:	01A001 – General Fund	
	HR018010 – Human Resources	
	Other Expenses	\$ 163,622.17

Funding Source: General Fund.

B. FROM:	21A500 – Urban Area Security Initiative (URSI)	<b>BA1200700</b>
	JA741199– Urban Area Security Initiative (URSI)	
	Other Expenses	\$ 90,600.00
TO:	21A500 – Urban Area Security Initiative (URSI)	
	JA741199– Urban Area Security Initiative (URSI)	
	Capital Outlays	\$ 90,600.00

Funding Source: United States Department of Homeland Security covering the period August 1, 2010 through September 30, 2012

C. FROM:	01A001 – General Fund SH351080– Impact Unit/Community Policing Other Expenses	\$ 25,000.00	<b>BA1200701</b>
TO:	01A001–General Fund SH351080– Impact Unit/Community Policing Capital Outlays	\$ 25,000.00	

Funding Source: General Fund.

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

<u>Fund Nos. /Budget Accounts</u>	<u>Journal Nos.</u>		
A1. FROM:	29A390 – Health and Human Services Levy 2.9 SU513986 – Employment and Family Subsidy 2.9 Transfer Out	\$ 343,941.92	<b>JT1200057</b>
TO:	24A510 – Work and Training Admin. WT137109 – Administrative Services Revenue Transfer	\$ 343,941.92	
A2. FROM:	29A390 – Health and Human Services Levy 2.9 SU513986 – Employment and Family Subsidy 2.9 Transfer Out	\$ 129,777.22	
TO:	24A510 – Work and Training Admin. WT137109 – Administrative Services Revenue Transfer	\$ 129,777.22	
A3. FROM:	29A391 – Health and Human Services Levy 4.8 SU514430 – Employment and Family Subsidy 4.8 Transfer Out	\$ 561,168.40	
TO:	24A510 – Work and Training Admin. WT137109 – Administrative Services Revenue Transfer	\$ 561,168.40	
A4. FROM:	29A391 – Health and Human Services Levy 4.8 SU514430 – Employment and Family Subsidy 4.8 Transfer Out	\$ 211,741.78	
TO:	24A510 – Work and Training Admin. WT137109 – Administrative Services Revenue Transfer	\$ 211,741.78	

Funding Source: Health and Human Services Levy Fund.

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

**SECTION 5.** It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

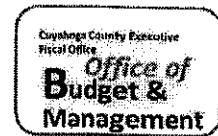
\_\_\_\_\_  
Date

Journal CC007  
September 25, 2012



EDWARD FITZGERALD  
Cuyahoga County Executive

CUYAHOGA COUNTY  
FISCAL OFFICER



September 18, 2012

Clerk of County Council

Dear Ms. Schmotzer:

A brief summary of the fiscal items which will be presented for your consideration for adoption on first reading at the regular County Council meeting scheduled for September 25, 2012, are presented below.

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

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

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

General Fund/Health & Human Services	Amount
Domestic Relations – Decreasing appropriation for a 2011 pre-encumbrance that was originally established for installing wireless communications that will now be funded through a capital project. Funding was from the General Fund.	-\$9,550.00
Sheriff – Additional appropriation in the Law Enforcement division to cover a reimbursement to the City of Cleveland for costs incurred by the City. Funding is from the General Fund. (See OBM Review Document.)	\$122,657.52
Family & Children First Council/Office of Health & Human Services – A decrease in appropriation from the Office of Health & Human Services and an increase in appropriation to Family & Children First Council to cover the contract renewal with the Cleveland Metropolitan School District for youth sex awareness services. A corresponding decrease in the Office of Health & Human Service will offset this increase. (\$177,000)	\$0.00
Workforce Development – Additional appropriation for the newly created Cuyahoga County Educational Assistance program (O2012-0007)*. Funding is from the General Fund Reserves. (See OBM Review Document.)	\$500,000.00
<b>TOTAL</b>	<b>\$613,107.52</b>

Grants/Projects	Amount
Justice Services – Additional appropriation to cover personal services through year-end. Funding is from fees collected on cell phones in Cuyahoga County per House Bill 361.	\$175,000.00
Sheriff – To appropriate a grant from the U.S. Department of Transportation to establish patrols on interstate highways.	\$77,679.32
Development – To appropriate additional grant funding from the Department of Housing and Urban Development for the Neighborhood Stabilization Program.	\$359,610.49
Development – Additional appropriation in the Home Weatherization Assistance Program Section 108 account to cover the payment of fees, interest and principal to the Department of Housing and Urban Development.	\$750.00
Early Childhood/Invest in Children – To appropriate grant award from the O'Neill Foundation for the Positively Moms Initiative.	\$150,000.00
Capital Projects – Additional appropriation to cover the purchase of portable radios and mobile radios for the Sheriff's Department to comply with FCC Regulations. Funding is from the planned 2012 general obligation debt issuance.	\$1,204,191.88
Capital Project – To establish the 2012 Federal Aviation Association Assessment grant for an assessment of	\$761,665.00

the environment at the airport. This will require a cash match of \$84,630 that will be funded from Airport operating revenue.	
<b>TOTAL</b>	<b>\$2,728,896.69</b>

<b>Total Additional Appropriations - All Funds</b>	<b>\$3,342,004.21</b>
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The following represents the overall changes made to the 2012-2013 Biennial Appropriation Measure for 2012 since its adoption on December 13, 2011 Resolution # R2011-0291. The changes reflect the Additional Appropriations, Appropriation Transfers and Cash Transfers to the original adopted appropriation resolution.

APPROPRIATION STATUS SUMMARY:

	<u>09/11 Agenda</u>	<u>Year to Date</u>	<u>Adjusted Annual Appropriation</u>
General Fund Impact	\$ 613,107.52	\$ 563,564.21	\$ 354,004,380.15
HHS Levy Impact	\$ 0.00	\$ (3,374,462.82)	\$ 223,498,063.91
Other Fund	\$ <u>2,728,896.69</u>	\$ <u>137,885,512.53</u>	\$ <u>1,036,818,499.53</u>
<b>Total</b>	<b>\$ 3,342,004.21</b>	<b>\$ 135,074,613.92</b>	<b>\$ 1,614,320,943.59</b>

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

<u>General Fund/Health &amp; Human Services</u>	<u>Amount</u>
Human Resources – Realigning appropriation from the old budget structure to the new Human Resources budget structure. Funding is from the General Fund.	\$163,622.17
Sheriff – Realigning appropriation within the Impact Unit/Community Policing division to cover the purchase of in-car video camera equipment. Funding is from the General Fund.	\$25,000.00
<b>TOTAL</b>	<b>\$188,622.17</b>

<u>Grants/Projects</u>	<u>Amount</u>
Justice Services – Realigning appropriation within the Urban Area Security Initiative to cover pending equipment purchases. Funding is from the U.S. Department of Homeland Security.	\$90,600.00
<b>TOTAL</b>	<b>\$90,600.00</b>

<b>Total Appropriation Transfers - All Funds</b>	<b>\$279,222.17</b>
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**Cash Transfer Summary** – Operating transfers support operating expenditures, related to a cash matches for a grants, transfer of taxes or fees to a debt service fund, transfers from the General Fund to a capital project fund or operating subsidies to special revenue funds, enterprise funds, or internal service funds. This type of transaction posts as an expenditure and sufficient appropriation must be available to process the transaction.

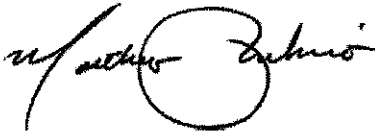
<u>General Fund/Health &amp; Human Services</u>	<u>Amount</u>
Health & Human Services Levy Fund – Cash transfers to cover the County's mandated share of Temporary Assistance to Needy Families (TANF) and Non-TANF related administration for Medicaid, and Food related expenditures. Funding is from the Health & Human Services Levy Fund.	\$1,246,630.02
<b>TOTAL</b>	<b>\$1,246,630.02</b>

<b>Total Cash Transfers - All Funds</b>	<b>\$1,246,630.02</b>
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The Office of Budget & Management requests that the following fiscal items be presented to the members of County Council for their consideration for approval on first reading at the meeting of September 25, 2012. The requested fiscal items including additional appropriations, appropriation transfers, and cash transfers meet agency budgetary needs.

Thank you for your consideration regarding this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Matthew Rubino". The signature is stylized, with a large, circular flourish at the end of the name.

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

## Recommendation for Appropriation Request

<b>Request Description</b>	Increase in Appropriation
<b>Requesting Agency</b>	Workforce Development (WI141622)
<b>Funding Source</b>	General Fund
<b>Total Impact</b>	\$ 500,000.00
<b>Status</b>	Recommended
<b>Agenda Date</b>	9/25/2012

### **Summary of Request**

Request to increase appropriation totaling \$500,000 for the Cuyahoga County Department of Workforce Development (WI141622) to establish and provide for the administration of a program to provide scholarships, loans, grants and other forms of financial assistance for the residents of the County.

### **Background Information**

The County Charter Mandate requires based on the following: Article III, Section 3.09, Powers and Duties of the Council (11) To establish and provide for the administration of a program to provide scholarships, loans, grants and other forms of financial assistance for residents of the County that will enable them to participate in postsecondary education, including vocational education and job training and retraining; for the funding of the program from money determined to be saved by the operation of the County government under this Charter and from other funds of the County, including gifts, grants and donations received for such purpose; and for the conditions for eligibility for participation in the program by individuals and educational institutions. Ordinance No. O2012-0007, was signed on 7/10/2012, establishing and providing for the administration of a Cuyahoga County Educational Assistance Program for County residents for the purposes of increasing the number of skilled workers into the County's workforce, encouraging completion of college degrees among County residents and enhancing economic development opportunities for the region; and declaring the necessity that this Ordinance become immediately effective.

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

The original 2012 budget included the amount in the Adjustments to Balance for the purpose of creating the required educational program. OBM recommends the additional funding request.



**Recommendation for Appropriation Request**

Request Description	Appropriation Increase
Requesting Agency	Office of Budget and Management
Funding Source	General Fund
Total Impact	\$ 122,657.52
Status	Recommended
Agenda Date	9/25/2012

**Summary of Request**

Request to increase appropriation in the Sheriff Law Enforcement Division for an agreement with the City of Cleveland supported by revenues from NBI activity.

**Background Information**

The Sheriff's Department receives reimbursement for task force activities by the Sheriff and the City of Cleveland. The additional appropriations request represents only the City of Cleveland portion of reimbursement revenues that is due the city which expenditures would be outside the existing operating budget of the Sheriff's Department.

**OBM Recommendation and Impact Statement**

OBM recommends approval of this request since there will be no impact on the General Fund.

# MEMORANDUM

TO: Jeanne Schmotzer, Clerk of Council

FROM: Matthew Rubino, Director, Office of Budget & Management

DATE: September 18, 2012

RE: Agenda Items

The Office of Budget & Management requests that the following fiscal items be presented to the members of County Council for their consideration for approval on first reading at the meeting of September 25, 2012. The requested fiscal items including additional appropriations, appropriation transfers, and cash transfers meet agency budgetary needs.

**Resolution: Additional Appropriations**

A. 01A001 – General Fund **BA1200694**  
DR495515 – Domestic Relations Child Support  
Capital Outlays \$ (9,550.00)

To reduce appropriations in the Domestic Relations Court Child Support division for a pre-encumbrance from 2011 that increased the 2012 budget specifically for wiring the Old Courthouse for wireless communications that is now being financed through a capital project and as a result will not be expensed to the Court's operating budget. Funding is from the General Fund covering the period January 1, 2012 through December 31, 2012.

B. 20A814 – Wireless 9-1-1 Government Assistance **BA1200714**  
JA106773 – Wireless 9-1-1 Government Assistance  
Personal Services \$ 175,000.00

Provide additional appropriations in the Department of Public Safety and Justice Services Wireless 911 account for wages and fringes through the end of the year. Funding is from fees collected on cell phones in Cuyahoga County established by House Bill 361 passed on May 1, 2005. Sufficient cash exists in the account for the additional appropriations covering the period January 1, 2012 through December 31, 2012.

C. 01A001 – General Fund **BA1200715**  
SH350272 – Law Enforcement-Sheriff  
Other Expenses \$ 122,657.52

Provide additional appropriations in the Law Enforcement division of the Sheriff's Office for reimbursement to the City of Cleveland supported by revenues received from Northern Border Initiative specifically identified as costs incurred by the City of Cleveland. Funding is from the General Fund covering the period January 1, 2012 through December 31, 2012.

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

D.	21A003 – High Visibility Enforcement Overtime		<b>BA1200716</b>
	SH350785 – High Visibility Enforcement Overtime 2012		
	Personal Services	\$	74,705.57
	Other Expenses	\$	2,973.75

Establish appropriations for a grant award to the Cuyahoga County Sheriff's Department for overtime to establish patrols on interstate highways to deter and enforcement of laws such as speeding, driving while intoxicated and ancillary crimes associated with traffic stops. Funding is from the United States Department of Transportation Federal Fiscal Year 2012 passed through the Ohio Department of Public Safety, Office of Criminal Justice Services. The grant period is October 1, 2011 through September 30, 2012. No cash match is required.

E.	22S157 – FY 2010 Neighborhood Stabilization Program II		<b>BA1200670</b>
	DV725291 – FY 2010 Neighborhood Stabilization Project Plan		
	Other Expenses	\$	359,610.49

Appropriation is requested for the Neighborhood Stabilization Program (NSP) II grant as additional program income was received. The NSP is a competitive grant from the Department of Housing and Urban Development (HUD) that was established for the purpose of stabilizing communities that have suffered from foreclosures and abandonment. Grant dollars provide for the purchase and redevelopment of foreclosed and abandoned homes and residential properties.

F.	22A268 – 2012 Home Weatherization Assistance Program		<b>BA1200671</b>
	DV752317 – 2012 Home Weatherization Assistance Program		
	Other Expenses	\$	750.00

An appropriation increase is requested in the Department of Housing and Urban Development (HUD) Section 108 account to allow for the payment of fees, interest and principal to HUD. Fees, interest and principal on loans to businesses are collected in a Treasurer account and transferred to this grant periodically to make the payment to HUD. Funding for HUD Section 108 comes from the Department of Housing and Urban Development.

G.	24A640 – FCFC Public Assistance		<b>BA1200589</b>
	FC451492 – Family and Children First Council PA		
	Other Expenses	\$	177,000.00

Family and Children First Council requests an appropriation increase along with a corresponding decrease from the Executive Offices of HHS, in order to cover the cost of the Cleveland Metropolitan School District's (CMSD) contract renewal for youth sex awareness services. This appropriation represents the allocation to the Cuyahoga County Board of Health for oversight of Cleveland Metropolitan School District's Responsible Sexual Behavior Program. This allocation is supported by the County's Health and Human Services Levy Fund.

H.	24A430 – Executive Office for HHS		<b>BA1200709</b>
	HS157289 – Executive Office for HHS		
	Other Expenses	\$	(177,000.00)

Request to decrease appropriation in the budget of the Director of Human Services to support a corresponding increase in appropriation to the Family and Children First Council. This appropriation represents the allocation to the Cuyahoga County Board of Health for oversight of

Cleveland Metropolitan School District's Responsible Sexual Behavior Program. This allocation is supported by the County's Health and Human Services Levy Fund.

I.	21A047 – O'Neill Invest in Children & Pos Mom Init	<b>BA1100631</b>
	EC720912 – O'Neill Foundation for Invest in Children & Pos Mom Init	
	Other Expenses	\$ 150,000.00

To provide additional appropriation to the Office of Early Childhood for grant award received from the O'Neill Foundation. This increase will be supported by donated funds from The O'Neill Foundation in the amount of \$150,000.00, for the period of August 1, 2012 through July 31, 2013. The funds will be used to support the Positively Moms Initiative, which seeks to reduce the incidence of negative family outcomes, the funds will be used to hire a consultant to work with Invest in Children to develop the intervention. This request is cost neutral to the HHS Levy Fund. The item was approved by the County Executive on June 28, 2012.

J.	20A064- Cuy County Educational Asst (CEAP)	<b>BA1200729</b>
	WI141622 – Cuy County Educational Asst Prog (CEAP)	
	Other Expenses	\$ 500,000.00

The Department of Workforce Development, through its Employment Connection Center, has been designated by Cuyahoga County Council Ordinance No. O2012-0007, signed 7/10/12, to offer eligible county residents vocational, training, and job retraining opportunities that focus on in-demand occupations and match skilled workers with employers. Council has designated \$500,000.00 for Component 1 – Job Training/Re-Training for the remainder of the 2012 calendar year. Funding is from General Fund reserves allocated for this purpose.

K.	40A069 – Capital Projects Future Debt Issue	<b>BA1200554</b>
	CC768051 – Sheriff Radio Upgrade Project	
	Capital Outlay	\$ 1,204,191.88

Appropriation is requested by the County Sheriff for a radio upgrade capital project. This Capital project will purchase 190 new Harris multi-band portable radios and accessories for all the Sheriff Deputies as well as 56 new Harris multi-band mobile radios for all Sheriff fleet vehicles, for a total of 246 new interoperable radios with accessories. This purchase will allow the Cuyahoga County Sheriff's Office to be in compliance with the FCC Regulations on narrow-banding, effective January 1, 2013. Funding for the project will come from future debt issuance or the General Fund.

L.	40A069 – Capital Projects Future Debt Issue	<b>BA1200555</b>
	CC768077 – 2012 FAA Environmental Assessment	
	Capital Outlay	\$ 761,665.00

Appropriation is requested at the County Airport to perform a Federal Aviation Association (FAA)-sponsored assessment of the environment at the airport. The FAA will extend to the airport a grant of \$761,665 to begin the study. The project will also require some matching funds from the state and the county. These matching funds are estimated to be \$84,630 and will be accounted for in other index codes; the full appropriation of \$761,665 in this capital project index code will come from the FAA.

**Resolution: Appropriation Transfers**

A.	FROM:	01A001 – General Fund		<b>BA1200707</b>
		CC012054 – Human Resources		
		Other Expenses	\$	139,067.33
		01A001 – General Fund		
		CC012112 – Employment		
		Other Expenses	\$	24,554.84
	TO:	01A001 – General Fund		
		HR018010 – Human Resources		
		Other Expenses	\$	163,622.17

The Department of Human Resources consolidated, reorganized, and began using a new index code in 2012. This appropriation transfer would move appropriation from the inactive Human Resources index codes to the new index code. The appropriations remain from contracts that were decertified from the old index codes and recertified in the new index codes. Funding comes from the General Fund.

B.	FROM:	21A500 – Urban Area Security Initiative (URSI)		<b>BA1200700</b>
		JA741199– Urban Area Security Initiative (URSI)		
		Other Expenses	\$	90,600.00
	TO:	21A500 – Urban Area Security Initiative (URSI)		
		JA741199– Urban Area Security Initiative (URSI)		
		Capital Outlays	\$	90,600.00

Transfer appropriations with the Public Safety and Judicial Services Department grant Urban Area Security Initiative (URSI) for pending purchases of equipment. Funding is from the United States Department of Homeland Security passed through the Ohio Emergency Management Agency covering the period August 1, 2010 through September 30, 2012

C.	FROM:	01A001 – General Fund		<b>BA1200701</b>
		SH351080– Impact Unit/Community Policing		
		Other Expenses	\$	25,000.00
	TO:	01A001–General Fund		
		SH351080– Impact Unit/Community Policing		
		Capital Outlays	\$	25,000.00

Transfer appropriations in the Sheriff's Department Impact Unit/Community Policing division for the purchase of in-car video camera equipment for impact unit police cars. Funding is from the General Fund covering the period January 1, 2012 through December 31, 2012.

**Resolution: Cash Transfers**

A1.	FROM:	29A390 – Health and Human Services Levy 2.9 SU513986 – Employment and Family Subsidy 2.9 Transfer Out	\$	343,941.92	<b>JT1200057</b>
	TO:	24A510 – Work and Training Admin. WT137109 – Administrative Services Revenue Transfer	\$	343,941.92	
A2.	FROM:	29A390 – Health and Human Services Levy 2.9 SU513986 – Employment and Family Subsidy 2.9 Transfer Out	\$	129,777.22	
	TO:	24A510 – Work and Training Admin. WT137109 – Administrative Services Revenue Transfer	\$	129,777.22	
A3.	FROM:	29A391 – Health and Human Services Levy 4.8 SU514430 – Employment and Family Subsidy 4.8 Transfer Out	\$	561,168.40	
	TO:	24A510 – Work and Training Admin. WT137109 – Administrative Services Revenue Transfer	\$	561,168.40	
A4.	FROM:	29A391 – Health and Human Services Levy 4.8 SU514430 – Employment and Family Subsidy 4.8 Transfer Out	\$	211,741.78	
	TO:	24A510 – Work and Training Admin. WT137109 – Administrative Services Revenue Transfer	\$	211,741.78	

In accordance with the Ohio Revised Code (ORC) Section 5101.16 the county is required to pay a share of TANF related administration (\$5,430,662) and Non-TANF (\$2,049,114) related administration for Medicaid, Food related expenditures during a calendar year. This represents 2/12 of the total required mandated share that generally is transferred to the corresponding fund on a monthly basis. This transfer is for September – October 2012. The amount is based on the current State Fiscal Year's requirement. The funding source is the Health and Human Services Levy Fund.

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0192

<b>Sponsored by: County Executive FitzGerald/Department of Public Works</b>	<b>A Resolution</b> accepting the report containing findings and recommendations of Fact-Finder Nels E. Nelson regarding negotiations between the Cuyahoga County Department of Public Works and Service Employees International Union, District 1199, for a collective bargaining agreement covering approximately 111 employees in various classifications, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, O.R.C. 4117.14(C)(3) of the Public Employees Collective Bargaining Act expressly authorizes parties who are engaged in collective bargaining negotiations to request fact-finding, an impasse resolution procedure, and the appointment of a fact-finding panel to assist the parties to resolve an impasse in contract negotiations; and,

WHEREAS, Cuyahoga County Department of Law has been engaged in collective bargaining negotiations with the Service Employees International Union, District 1199, covering approximately 111 employees in various classifications in the Department of Public Works for the period of 1/1/2012 – 12/31/2014; and,

WHEREAS, the parties reached impasse in contract negotiations and submitted their unresolved issues to fact-finding pursuant to O.R.C. 4117.14 (C), and a fact-finding hearing was conducted before Fact-Finder Nels E. Nelson; and,

WHEREAS, O.R.C. 4117.14(C)(6)(a) requires that not later than seven days after the findings and recommendations are sent, the legislative body, by a three-fifths vote of its membership, may reject the recommendations, and if the recommendations are not rejected, the recommendations shall be deemed agreed upon as the final resolution of the issues submitted and a collective bargaining agreement shall be executed between the parties, including the fact-finding panel's recommendations, except as otherwise modified by the parties by mutual agreement; and,

WHEREAS, Fact-Finder Nelson sent his findings and recommendations on September 18, 2012 and the County Executive and Director of Public Works are recommending that the fact-finding report be accepted.

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

**SECTION 1.** The findings and recommendations of Fact-Finder Nels E. Nelson regarding the collective bargaining agreement between the County and the Service Employees International Union, District 1199 covering approximately 111 employees in various classifications of the Department of Public Works for the period of 1/1/2012 – 12/31/2014 are hereby accepted.

**SECTION 2.** Funds necessary to implement the CBA between the County and the Service Employees International Union, District 1199 shall be budgeted and appropriated.

**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.

**SECTION 4.** 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 of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

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 CC007  
September 25, 2012



FACT-FINDING DECISION

STATE EMPLOYMENT RELATIONS BOARD

STATE OF OHIO

September 18, 2012

In the Matter of:

Cuyahoga County )  
Department of Public Works )

and )

SEIU District 1199 )

Case No. 11-MED-10-1552

APPEARANCES

For the County:

Ed Morales, Assistant Law Director  
Barrett Principe, Extern  
Keith Fletcher, Employee Relations Specialist  
Michael Dever, Maintenance Administrator  
Jason Sobczyk, HR Analyst  
Ben Cunnon, Building Maintenance Superintendent

For the Union:

Marquis Frost, Administrative Organizer  
Joseph Imbordino, Executive Board 1199  
Debi Gagliardi, Grievance Chair  
Christopher Carlow, Negotiating Team  
David York, Grievance Chair  
Gino Buceresco, Negotiating Team

Fact Finder:

Nels E. Nelson

## BACKGROUND

The instant case involves the Cuyahoga County Department of Public Works and SEIU District 1199. The department provides a variety of services in the county. The union represents approximately 125 employees in the department who work in a variety of classifications, including Custodian, Parking Attendant, Auto Mechanic, Groundskeeper, and Mail Clerk/Messenger.

On December 6, 2011, the parties began negotiations for a successor agreement to the contract set to expire on December 31, 2011. When the parties were unable to reach an overall agreement, the fact-finding process was invoked. The Fact Finder was notified of his appointment on August 7, 2012, and a fact-finding hearing was held on August 29, 2012. When the Fact Finder's attempt to settle the dispute through mediation was unsuccessful, this report was prepared.

The recommendations of the Fact Finder are based upon the criteria set forth in Section 4117-9-05(K) of the Ohio Administrative Code. They are:

- (a) Past collectively bargained agreements, if any, between the parties;
- (b) Comparison of the unresolved issues relative to the employees in the bargaining unit with those issues related to other public and private employees doing comparable work, giving consideration to factors peculiar to the area and classification involved;
- (c) The interest and welfare of the public, and the ability of the public employer to finance and administer the issues proposed, and the effect of the adjustments on the normal standard of public service;
- (d) The lawful authority of the public employer;
- (e) The stipulations of the parties;
- (f) Such other factors, not confined to those listed in this section, which are normally or traditionally taken into consideration in the determination of issues submitted to mutually agreed upon dispute procedures in the public service or in private employment.

## ISSUES

The parties submitted seven issues to the Fact Finder. For each issue, the Fact Finder will set forth the positions of the parties and summarize the arguments and evidence they presented in support of their positions. He will then offer his analysis of the issue, followed by his recommendation.

1) Article 30 - Bargaining Unit Work, Section 2 - Supervisors Performing Bargaining Unit Work - The current contract prohibits supervisors from performing bargaining unit work except in the case of an emergency or for training purposes. The county seeks to revise this provision to allow supervisors to do bargaining unit work “where there is a functional overlap between supervisory and bargaining unit classifications, in cases of emergency, where necessary to instruct and train employees, to demonstrate the proper method of accomplishing tasks, to avoid mandatory overtime, to allow the release of employees for union or other approved activities or to provide coverage for no-shows or multiple call offs.” The union seeks to retain the current language and to add language defining emergency as “a hazardous situation that demands immediate attention (i.e., broken pipeline, etc.).”

County Position - The county argues that its position should be recommended. It states that despite the contract language “supervisors have always assisted, as a team, with the performance of some work that is customarily performed by custodial personnel ..., particularly in response to the large number of call-offs among custodial staff on a daily basis.” (County Pre-Hearing Statement, page 3) The county indicates that “buildings cannot be left unclean, bathrooms must be restocked; public entrances must be presentable.” (Ibid.).

The county acknowledges that the union has protested supervisors doing bargaining unit work. It recognizes that grievances have been filed regarding the practice of supervisors assisting the custodial staff but stresses that no grievance has ever been advanced to arbitration for at least 14 years. The county also observes that the union recently filed an unfair labor practice charge at the State Employment Relations Board regarding the performance of bargaining unit work by non-bargaining unit personnel.

The County contends that work performed by Custodial Supervisors is not exclusively bargaining unit work. It points out that it “believes ... that there is functional overlap between the job classification of Custodial Worker and Custodial Work Supervisor.” (Ibid.) It claims that its “assignment of Custodial Supervisors in situations where bargaining unit personnel have called off has been consistent with the long-standing practice and with the intent of the contract language itself.” (Ibid.)

The county maintains that the union’s position in negotiations and its other actions represents a change from the status quo. It charges that “the Union is seeking to alter the current arrangement by seeking to apply the existing language in a way it was not applied before, and in a way that was never intended.” (Ibid.) The county asserts that it is “requesting that the language be clarified to recognize the functional overlap between Custodial Workers and the Custodial Supervisors.” (County Pre-Hearing Statement, page 4)

Union Position - The union argues that the Fact Finder should recommend its position. It points out that during the life of the contract, it filed approximately five grievances as a result of supervisors performing bargaining unit work in violation of Article 30, Section 2. The union notes that “in the majority of the cases, the Employer acknowledged that supervisors had been performing bargaining unit work and subsequently remedied the grievances by stating that it

would adhere to Article 30, Section 2 of the CBA, or, in some instances, administer directives to supervisors to cease-and-desist performing bargaining unit work.” (County Pre-Hearing Statement, page 5)

The union contends that is necessary to add a definition of “emergency” to the contract. It claims that this must be done “so that the Employer does not misconstrue an emergency to mean an absent employee.” (Ibid.) The union insists that an emergency is “a hazardous situation that demands immediate attention.” (Ibid.)

The union maintains that the county’s proposal will result in an erosion of the bargaining unit. It claims that “allowing supervisors to perform bargaining unit work to cover for no-shows or multiple call offs ... is erosion of the bargaining unit, especially when coupled with the decrease in staffing levels, and no attempt by the Employer to fill vacated bargaining unit positions.” (Union Pre-Hearing Statement, page 6) The union reports that staffing levels for custodial workers declined from 150 in January of 2009 to 108 in August of 2010 and to only 81 as of June of 2012. It observes that Custodial Workers represent approximately 73% of the bargaining unit.

Analysis - The Fact Finder cannot recommend either party’s proposal. The county’s demand comes too close to removing all protections of bargaining unit work. The union seeks language that appears to ignore an existing practice and fails to adequately address an ongoing question.

The Fact Finder believes that the record establishes that supervisors sometimes perform some bargaining unit work. It appears that the work done by supervisors follows from the county’s financial difficulties and the resulting substantial cuts in the number of Custodial Workers. As the economy continues to improve, the county should be able to replace at least

some of the Custodial Workers which should reduce the controversy regarding bargaining unit work.

The Fact Finder recognizes that between 2009 and 2012, the union has filed five grievances charging that supervisors performed bargaining unit work in violation of Article 30, Section 2. He would note, however, that none of the grievances were pursued to arbitration. Furthermore, they were settled with nothing more than a promise to abide by the contract.

The Fact Finder's recommendation attempts to strike a balance between the interests of the parties. It allows supervisors to perform bargaining unit work in limited circumstances, including assisting with basic job duties of an absent custodial worker rather than leaving the work undone and a building in a less than satisfactory condition. At the same time, it prevents supervisors from taking over bargaining unit work and further reducing the number of custodial workers.

The Fact Finder believes that an important part of his recommendation is that the parties use the Labor-Management Committee to continue discussions regarding the issue of bargaining unit work. The county operates a number of buildings with different staffing and supervisory arrangements. Problems arising regarding bargaining unit work are best resolved with the knowledge of the work arrangements at each of the buildings.

**Recommendation** - The Fact Finder recommends the following contract language:

Supervisors shall not be permitted to perform bargaining unit work except in the case of an emergency or for purposes of training or if a bargaining unit employee is absent, in which case a supervisor may assist with the basic job duties of that classification. The assistance provided by supervisors shall not reduce the hours or cause a layoff of bargaining unit members. The details as they relate to each location will be discussed at the Labor-Management Committee.

2) Article 31 - Group Health Insurance - The current contract provides for a MetroHealth plan at no cost to employees and other plans where employees are required to pay 5% of the cost of the plan. The county proposes a number of changes in the current health insurance provision. The union accepts the majority of the county's health insurance proposals but seeks three changes. First, it seeks to have the employee contributions for medical and prescription coverage effective January 1, 2013 (Sections 2 and 4). Second, the union wishes to retain the current contract language that states that any replacement of the Standard Benefit Plan shall not result in a reduction in benefits (Section 3). Third, it proposes limiting the implementation of cost-containment features to those consistent with the decision of Arbitrator Robert Stein in Locals 1746, 3366, 3631, AFSCME, Ohio Council 8 and Cuyahoga County, March 17, 2003.

County Position - The county argues that its health insurance demand should be recommended. It points out that its proposal calls for the members of the union to be covered by the same insurance as already covers more than 90% of all bargaining unit and non-bargaining unit employees. The county claims that its proposal is not only supported by the pattern it set in bargaining with other unions in the County but also by "external comparability."

Union Position - The union argues that the increase in the employee premium contributions should be effective January 1, 2013, rather than January 1, 2012. It reports that in the past, when contract negotiations have concluded after the expiration of the prior agreement, increases in premium contributions were implemented in the year following ratification. The union notes that in negotiations for the agreement effective January 1, 2009, which was concluded in August of 2009, insurance increases were not effective until January 1, 2010.

The union contends that the replacement of the Standard Benefit Plan should not result in a reduction of benefit levels. It indicates that health insurance is a mandatory subject for bargaining and that “any changes that result in a reduction to benefit levels shall be discussed with the union.” (Union Pre-Hearing Statement, page 10) The union claims that the language it seeks is consistent with the language found in the contracts of other bargaining units.

The union maintains that the county’s implementation of cost-containment changes should be consistent with the decision of Arbitrator Stein. It states that “although [it] has grudgingly accepted the increase in employee contribution rates and ‘first time’ deductibles proposed by the Employer, it strongly objects to allowing the Employer to increase cost-containment features which include a spousal exclusion provision and other cost-containment features.” (Union Pre-Hearing Statement, page 10) The union claims that Arbitrator Stein’s decision suggests that “an increase in cost-containment features is a subject of collective bargaining.” (Ibid.)

The union argues that excluding a spouse from the county’s health insurance plan is problematic. It points out that a spousal exclusion could mean that “the spouses may be subject to substandard and costly insurance plans offered by their employers.” (Union Pre-Hearing Statement, page 11) The union complains that the county’s proposal “would deny employees the ability to ensure that all members of their family have access to an adequate benefit plan and force employees and their families to incur the cost of two medical plans.” (Ibid.)

The union suggests that the changes sought by the county are unreasonable. It indicates that “the increases in medical insurance are disproportionate to the wage increases proposed by the county and only serve to further erode the standard of living of the employee.” (Ibid.)



Analysis - The union accepts the majority of the county's health insurance proposal leaving the Fact Finder with three issues. First, the county's demand for a January 1, 2012, effective date must be rejected. The record indicates that a majority of the county's bargaining units will not be covered by the new health insurance program until January 1, 2013. While the Fact Finder appreciates the county's concern about the time it has taken to negotiate the agreement, the parties appear to share responsibility for the delay.

Second, the union's demand that the benefits under the Standard Benefit Plan cannot be reduced must be denied. The county and the union need to be free to modify the health insurance plans to respond to rising health care costs. In many instances, employers and unions agreed that some reduction in benefit levels is preferable to large increases in costs and employee premium contributions. The union's demand would restrict options for dealing with rising costs.

Finally, the Fact Finder cannot recommend the union's demand to continue the contract language that limits the adoption of cost-containment features to those that are consistent with the decision of Arbitrator Stein. His conclusion that "gradual and targeted" changes are permitted but "broad and sweeping" changes are prohibited may be difficult to apply in practice and might lead to disputes that would delay the implementation of mutually beneficial changes in plan designs. More importantly, the Fact Finder is responding to the union's strong concern regarding changes in plan design by adding to the county's proposal a requirement that the county provide the union with an opportunity to meet prior to adopting any change in the health insurance plans.

Recommendation - The Fact Finder recommends the following contract language:

Section 1. An eligible Employee is defined as a full-time Employee covered by this Agreement. The Flex Count Plan (the plan) is defined as the section 125 or cafeteria plan, which is provided by the Employer for health insurance benefits for county employees. The Employer shall provide eligible Employees the opportunity to enroll in the plan once during each plan year at its annual open enrollment period. The plan

year commences on January 1, and ends on December 31 of the calendar year, but is subject to change.

Section 2. Bi-weekly Employee contributions for medical and prescription drug benefits shall be determined as follows:

a) MetroHealth Plan

The county shall offer a plan through MetroHealth at no cost to employees.

b) Other Benefit Plans

The biweekly health insurance contribution rates shall be as follows:

1) Effective January 1, 2012: Current contribution rates;

2) Effective January 1, 2013: Employer 90% of plan costs; Employee 10% of plan costs; and

3) Effective January 1, 2014: Employer 90% of plan costs; Employee 10% of plan costs.

Section 3. The costs of the medical and prescription drug plans will be determined through an actuarially certified process that is verified through an outside party and that includes reserves necessary to sustain the plans. In successive plan years, the Employer may add to or delete plans/providers offered and/or Employees may be offered additional plans with reduced or increased benefit levels.

Section 4. Effective January 1, 2013, the Employer shall contribute 90% of the costs for the ancillary benefit plans (i.e. vision and dental) and the Employee shall contribute 10% of the cost for ancillary benefit plans.

Section 5. The Employer shall be entitled to increase the cost-containment features of the Flex Count plans which may include, but are not limited to, deductibles, co-insurance, and spousal exclusion provisions.

Section 6. The Employer may implement or discontinue incentives for employees to participate in Employer-sponsored wellness programs, including, but not limited to, the right to offer the opportunity to reduce employee contributions through participation in wellness programs as determined by the Employer.

Section 7. The Employer may offer incentives to encourage use of low cost providers/plans (including HSA plans) which may be discontinued or modified by the Employer in future plans years with notification to the Union.

Section 8. A waiting period of no more than one hundred twenty (120) calendar days may be required before new Employees are eligible to receive health and/or other insurance benefits. During the waiting period, the Employer may require Employees who desire coverage to purchase it through a third-party vendor instead of participating in the county plans that are offered to regular full-time Employees. New Employees shall be eligible to participate in the county plans on the first date of the first month following completion of the waiting period.

Section 9. Prior to the adoption of any and all changes to the health care plan(s), the County shall meet with a union committee comprised of the District 1199 Organizer and up to four bargaining unit members to discuss any changes and receive input.

5) Article 32 - Wages, Section 1-Wage Rates - The current contract provides single wage rates for ten classifications with rates ranging from \$12.77 per hour for an Information Clerk to \$21.62 per hour for an Auto Mechanic II and a four-step wage schedule for six classifications with a starting wage of \$12.79 per hour and maximum wage of \$14.87 per hour after two years of service. The county offers a 1% increase effective July 1, 2012, and 2% increases effective January 1 of 2013 and 2014. The union accepts the percentage increases proposed by the county but demands that the 2012 increase be effective January 1, 2012, rather than July 1, 2012.

Union Position - The union argues that the 2012 wage increase should be retroactive to January 1, 2012. It points out that in the past, when collective bargaining agreements were concluded after the expiration of the previous contract, wage increases were paid back to the effective date of the agreement. The union notes that in 2011 a step wage increase was effective retroactively back to employees' anniversary dates.

The union contends that the county can afford to make the wage increase retroactive to January 1, 2012. It states that the cost of a 1% wage increase for approximately 111 employees, is only \$35,253. The union claims that the county "is in a position to furnish the one percent retroactive wage increase, given that it is not experiencing a fiscal emergency, and especially in

light of the Employer receiving tax revenue from the Cleveland-based Horseshoe Casino in the amount of \$2.3 million for 2012. (Union Pre-Hearing Statement, page 13)

County Position - The county argues that the 2012 wage increase should be effective July 1, 2012. It states that the July 1, 2012, effective date is intended to offset the fact that the new insurance program for the bargaining unit would not be effective until January 1, 2013. The county adds that it recently reached an agreement with AFSCME, Local 27, which covers employees in the Child Support Enforcement Agency, on the same terms it has proposed in the instant case.

Analysis - The Fact Finder sees no basis for changing the practice regarding the effective date of wage increases.

Recommendation - The Fact Finder recommends the current contract language.

The wage rates for all classifications covered under the terms of the Collective Bargaining Agreement are set forth in Appendix B.

2012: Upon ratification of this Agreement, bargaining unit employees shall receive a 1% increase in their base hourly wage retroactive to January 1, 2012.

2013: Effective January 1, 2013, bargaining unit employees shall receive a 2% increase in their base hourly wage.

2014: Effective January 1, 2014, bargaining unit employees shall receive a 2% increase in their base hourly wage.

6) Article 32 - Wages, Section 5 - Wage Rate for Moving - The current contract requires the county to pay Custodial Workers who perform moving duties for three consecutive hours an additional \$1.00 per hour and to pay the extra \$1.00 per hour for the lunch period if the moving duties last the entire day. The union proposes that the county pay employees the prevailing wage for the movers for any time spent as a mover and pay the same rate for lunch if

the employees perform moving work before and after lunch. The county wishes to retain the current contract language.

Union Position - The union argues that its demand should be recommended. It points out that Article 19, titled Temporary Transfers, requires the county to pay employees who are temporarily transferred or assigned to another classification, the higher of their regular rate or the rate for the other classification. The union acknowledges that the mover's classification is not part of its bargaining unit but states that members of its bargaining unit should be paid less than the rate for moving in the AFSCME, Local 1746 agreement.

County Position - The county opposes the union's demand.

Analysis - The Fact Finder must deny the union's demand that the county pay bargaining unit members the prevailing wage for movers when Custodial Workers perform such work. First, while the Fact Finder does not know the prevailing rate for movers, he is sure that it is significantly higher than the contractual rate for Custodial Workers. The union was unable to present a convincing rationale for a substantially higher rate.

Second, the union's demand is unusual. It is demanding an increase in the rate of pay for work that appears to belong to the employees represented by AFSCME, Local 1746. Under the AFSCME contract, the top rate for Mover I is \$14.29 per hour and \$14.90 per hour for Mover II compared to the top rate for a Custodial Worker of \$14.87 per hour. The Fact Finder does not believe that the Custodial Workers are entitled to a higher rate of pay for the work than the employees who customarily perform do it.

The Fact Finder, however, understands the union's complaints about the way the county has compensated Custodial Workers who have been assigned to do moving work. He will recommend that the county pay the current \$1.00 per hour additional payment to Custodial

Workers who are assigned to moving work whenever the total job, as opposed to the duration of an individual employee's work time, requires three or more man-hours. At the same time, the Fact Finder will bar Custodial Workers from claiming the extra compensation when they do moving work that is part of their regular duties. He believes that the current contract language that requires the county to pay Custodial Workers the differential for their lunch break only when their moving duties encompass the entire workday should be retained.

Recommendation - The Fact Finder recommends the following contract language:

A Custodial Worker who works all or part of a moving job that involves three or more hours in total shall receive a \$1.00 per hour pay differential. The moving work for which a differential is due does not include work that is incidental to a Custodial Worker's usual job duties. Lunch time shall be paid at the custodial rate except when moving duties encompass the entire workday.

7) New Article - Work Schedules and Workload - The current contract has no provision covering workloads and staffing. The union wishes to restrict work requirements, limit the amount of work employees must perform when other employees are absent, ensure the union's right to arbitrate workload complaints, and establish limits on productivity requirements. The county opposes the union's demand.

Union Position - The union argues that its proposal should be adopted. It indicates that since January of 2007, the number of Custodial Workers has been cut by 69 or 46%. It complains that "the decline in the custodial workforce has made it challenging for current employees to maintain County buildings at maximum levels." (Union Pre-Hearing Statement, page 16)

The union contends that the workload is too great. It reports that Attachment A, dated March 1, 2011, indicates the industry standard is 15,000 square feet per custodial worker but in the county, employees have workloads that are from 3,685 square feet to 85,955 square feet over

the standard. The union observes that an industry trade publication reports that the median custodial productivity rate is 26,318 square feet per worker per day. It asserts that custodians in the county are cleaning far beyond this productivity rate.

County Position - The county argues that the union's demand must be rejected. It states that "staffing levels are a management right pursuant to Ohio Revised Code Section 4117.08 (C) and are not a mandatory subject of bargaining." (County Pre-Hearing Statement, page 9) The county claims that the union "has no right to bring negotiations to impasse over this issue and the Fact-finder has no authority to recommend the introduction of a permissive subject of bargaining into the CBA." (Ibid.)

Analysis - The Fact Finder rejects the union's demand for a new article. First, a number of demands included in the new article are covered elsewhere in the collective bargaining agreement or the law. For example, the contract gives the union very broad rights to grieve and arbitrate disputes and the ORC requires an employer to provide a union with the information it needs to process a grievance.

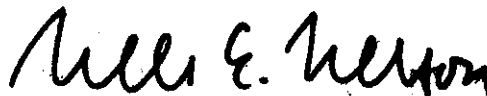
Second, a number of parts of the union's proposal involve management rights which under the ORC are permissive subjects for bargaining. This means that while the employer has the option of bargaining over these issues, the union cannot insist on bargaining to the point of causing an impasse. In the instant case, the county has made it clear that it does not wish to bargain over the union's proposal.

Finally, the Fact Finder recognizes the union's concern that some employees are being asked to perform an unreasonable amount of work. However, while the county has a right to demand employees to perform a reasonable day's work, if its demands go beyond that level and

the result is employee discipline, the employee has the right to file a grievance and the union has the right to pursue the case to arbitration.

Recommendation - The Fact Finder recommends that the union's demand for a new article titled Work Schedules and Workload be denied.

8) Tentative Agreements - The Fact Finder recommends that the the tentative agreements reached by the parties be adopted.



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Nels E. Nelson  
Fact Finder

September 18, 2012  
Russell Township  
Geauga County, Ohio



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0193

Sponsored by: <b>County Executive FitzGerald/County Sheriff</b>	<b>A Resolution</b> accepting the report containing findings and recommendations of Fact-Finder Nels E. Nelson regarding negotiations between the Cuyahoga County Sheriff's Department and Ohio Patrolmen's Benevolent Association for a collective bargaining agreement covering approximately 140 employees in the classification of Deputy Sheriff, and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the Cuyahoga County Sheriff's Department has been engaged in negotiations with the Ohio Patrolmen's Benevolent Association for a collective bargaining agreement that would cover approximately 140 employees in the classification of Deputy Sheriff at the Sheriff's Department; and

WHEREAS, O.R.C. 4117.14(C)(3) of the Public Employees Collective Bargaining Act ("CBA") expressly authorizes parties who are engaged in collective bargaining negotiations to request fact-finding, an impasse resolution procedure, and the appointment of a fact-finding panel to assist the parties to resolve an impasse in contract negotiations; and

WHEREAS, the parties reached impasse in contract negotiations and submitted their unresolved issues to fact-finding pursuant to the CBA and O.R.C. 4117.14 (C), and a fact-finding hearing was conducted before Fact-finder Nels E. Nelson; and

WHEREAS, O.R.C. 4117.14(C)(6)(a) requires that not later than seven days after the findings and recommendations are sent, the legislative body, by a three-fifths vote of its membership, may reject the recommendations, and if the recommendations are not rejected, the recommendations shall be deemed agreed upon as the final resolution of the issues submitted and a collective bargaining agreement shall be executed between the parties, including the fact-finding panel's recommendations, except as otherwise modified by the parties by mutual agreement; and

WHEREAS, Pursuant to the CBA and O.R.C. 4117.14(D), if the fact-finding report is rejected by either party, the next step for this bargaining unit of Deputy Sheriffs will be to advance all open issues to binding conciliation, a final offer settlement procedure, pursuant to a board order that is required to be issued forthwith to the parties by the State Employment Relations Board; and

WHEREAS, Fact Finder Nelson sent his findings and recommendations on September 18, 2012 and the County Executive and Sheriff are recommending that the Fact-Finding report be accepted; and



FACT-FINDING DECISION

STATE EMPLOYMENT RELATIONS BOARD

STATE OF OHIO

September 18, 2012

In the Matter of:

Cuyahoga County Sheriff's Department	)	
	)	Case No. 11-MED-10-1562
and	)	Deputy Sheriffs
	)	
Ohio Patrolmen's Benevolent Association	)	

APPEARANCES

For the County:

Christopher J. Russ, Assistant Law Director  
Joseph Boatwright, Assistant Law Director  
Michael J. Jackson, Captain  
James Downing, HR Specialist  
Majeed G. Makhlof, Law Director

For the Union:

Max Rieker, Attorney  
Jerome Wilcoxson, Union Director  
David Lisy, Deputy  
Joseph Zickes, Deputy  
Richard Peters, Lieutenant

Fact Finder:

Nels E. Nelson

## BACKGROUND

The instant case involves the Cuyahoga County Sheriff's Department and the Ohio Patrolmen's Benevolent Association. The department provides protection and security to the citizens of Cuyahoga County. The union represents a number of bargaining units in the department, including deputy sheriffs. The deputies' bargaining unit consists of approximately 140 full-time deputies.

The instant dispute involves the negotiations between the county and the union for a successor agreement to the one that expired on December 31, 2011. The parties met to negotiate on a number of occasions and resolved many of the issues. During negotiations, they entered into a Mutually Agreed Upon Dispute Settlement Procedure providing for fact-finding and conciliation should they be unable to reach agreement. The parties also included an extension and retroactivity agreement permitting a Fact Finder or Conciliator to recommend or award a wage increase effective January 1, 2012.

When the parties reached impasse, they invoked the fact-finding process. The Fact Finder was notified of his appointment on June 21, 2012. He met with the parties on August 23, 2012, and August 28, 2012. A number of issues were resolved through mediation but no overall agreement was reached. As a result, the Fact Finder prepared this report with recommendations for resolving the issues in dispute.

The recommendations of the Fact Finder are based upon the criteria set forth in Section 4117-9-05(K) of the Ohio Administrative Code. They are:

- (a) Past collectively bargained agreements, if any, between the parties;
- (b) Comparison of the unresolved issues relative to the employees in the bargaining unit with those issues related to other public and private employees doing comparable work, giving consideration to factors peculiar to the area and classification involved;

- (c) The interest and welfare of the public, and the ability of the public employer to finance and administer the issues proposed, and the effect of the adjustments on the normal standard of public service;
- (d) The lawful authority of the public employer;
- (e) The stipulations of the parties;
- (f) Such other factors, not confined to those listed in this section, which are normally or traditionally taken into consideration in the determination of issues submitted to mutually agreed upon dispute procedures in the public service or in private employment.

## ISSUES

The parties submitted 13 issues to the Fact Finder. For each issue, the Fact Finder will set forth the positions of the parties and summarize the arguments and evidence they presented in support of their positions. He will then offer his analysis of the issue, followed by his recommendation.

1) Article 14 - Wages - The current contract includes a seven-step wage schedule with a minimum wage of \$18.9910 per hour and a maximum of \$25.5770 per hour. The union demands that each step in the schedule be increased by 3% effective January 1 of 2012, 2013, and 2014. The county offers a 1% increase effective January 1, 2012, and 2% increases effective January 1 of 2013 and 2014.

Union Position - The union argues that its position ought to be accepted. It points out that in the 2009 negotiations, the county insisted on wage re-openers for 2010 and 2011. The union notes that in 2010 a Conciliator awarded it an additional step on the salary scale, which represented 2% increase from the prior top step. The union indicates that it received no wage increase for 2011. It complains that "every time the parties have negotiated, the Union attempts

to 'catch up' to the comparable jurisdictions and the county claims 'inability to pay' [and] this perennial unreasonableness has forced the OPBA to have SERB neutrals reject and/or temper the employer's position many times in recent contract cycles." (Union Pre-Hearing Statement, page 3)

The union contends that the county is in excellent financial condition and claims that the county's "tired economic arguments have become laughable." (Union Pre-Hearing Statement, page 4). It points out that the county has realized 22 consecutive months of sales tax increases. The union notes that the General Fund ended 2011 with an unencumbered carryover balance of approximately \$150 million, which amounts to 39.7% of current General Fund expenditures. It adds that the 2011 Third Quarter projection for the year-end balance was approximately 30.8% of General Fund expenditures, which is "indicative of how the county historically forecasts and how results actually occur." (Ibid.)

The union maintains that the County Executive's comments reflect how well the county is doing. It observes that he recently pointed out that Ohio's unemployment rate is a full point lower than the national average and that Cuyahoga County's rate is still lower. The union indicates that he reported on several major economic development projects, including the Medical Mart and Convention Center, the East Bank of the Flats Complex, University Circle, the Market District, and the Horseshoe Casino. It claims that these developments have started to pay dividends and the increased revenues will grow rapidly in the future.

The union argues that while the county has prospered in recent years, the deputies have not. It states that they have fallen further and further behind their peers in other Sheriffs' Departments and other law enforcement agencies. The union claims that the county seeks to "further stifle its compensation of the Deputies' Unit by increasing their healthcare contribution

exposure.” (Union Pre-Hearing Statement, page 5) It indicates that “more troubling is the fact that the employer’s proposal would give it the ability to unilaterally and radically alter plan design with no consequences.” (Ibid.)

County Position – The county argues that its proposal is predicated on pattern bargaining. It points out that Cuyahoga County’s charter government did not approve 2011 wage increases in re-openers or new collective bargaining agreements. The county notes that almost all of the more than 30 bargaining units received no increase for 2011.

The county contends that its settlement with AFSCME is particularly important. It states that AFSCME, which represents approximately 1,300 employees in the Department of Health and Human Services, ratified a tentative agreement in October of 2011, which was subsequently approved by the Cuyahoga County Council. The county indicates that the agreement calls for a wage freeze effective July 1, 2011; a 1% wage increase effective July 1, 2012; and a 2% wage increase effective July 1, 2013.

The county maintains that its position is supported by negotiations with other bargaining units with December 30 expiration dates. It reports that in these negotiations, the 2% wage increase was extended to 2013 and 2014. It claims that “those increases were predicated on acceptance of the county’s insurance proposal.” (County Pre-Hearing Statement, page 5) The county adds that “implicit in [its offer]... is ... that there are no increases to current or newly-added ‘hidden’ forms of economic compensation.” (Ibid.)

The county argues that its current finances and budget supports its proposals. It claims that “ample evidence ... unequivocally show[s] that Cuyahoga County has still not emerged from the economic crisis that had a devastating impact on all public sector employers in Ohio.” (County Pre-Hearing Statement, page 1)

The county complains that the deputies did not make the same sacrifices as other county employees. It points out that non-bargaining unit employees and most bargaining unit employees took three unpaid furlough days in 2009 and five days in 2010. The county notes that in 2011 non-bargaining unit employees and employees in several bargaining units took another five furlough days. It stresses that between 2009 and 2011, the deputies had only one furlough day.

The county contends that the Sheriff's Department has experienced significant budget cuts. It states that most departments absorbed three successive years of cuts, including cuts up to 7.5% in 2011. The county indicates that because the Sheriff's Department operates 24/7, its 2011 budget was cut only 1.5%. It adds that the budget for Protective Services, which was transferred to the Sheriff's Department in March of 2010, also had its budget reduced.

The county maintains that the approved 2012 budget supports its position. It points out that the budget does not provide for increases in wages or fringe benefits for either bargaining or non-bargaining unit employees unless it is required by an existing contract. The county notes that in addition, it has laid off hundreds of employees in an effort to be more efficient and to live within its means.

The county argues that its budget has been adversely impacted by the state. It indicates that cuts in Local Government Funds and other state revenue cuts will total \$16.5 million in 2011, \$32.2 million in 2012, and \$39.7 million in 2013. The county states that the NBA lock-out and the resulting cancellation of a number of games reduced its General Fund revenue by \$1.5 million in 2012.

The county contends that other factors have impacted its "bottom line." It states that unemployment is currently approximately 8.6%; that Cuyahoga County lost almost 133,000 or 16.5% of its jobs since 2000; that sales tax collections have not come close to pre-2008 levels;



and that property tax receipts are forecast to decrease as a result of foreclosures and declining property values. The county states that a number of Fact Finders and Conciliators have taken note of its economic situation.

Analysis - One of the statutory criteria is wage comparisons. The union provided three sets of comparisons. First, it submitted the 2010 wages and total compensation for 10-year deputies in five contiguous counties. The data are as follows:

<u>County</u>	<u>Population</u>	<u>Wages</u>	<u>Total Compensation*</u>
Geauga	93,389	\$60,341	\$62,382
Lake	230,041	\$59,509	\$60,459
Lorain	301,356	\$55,453	\$58,083
Medina	172,332	\$55,636	\$57,886.
Portage	161,419	\$48,973	\$51,266
Average		\$55,982	\$58,015
Cuyahoga	1,280,122	\$53,200	\$55,350
Cuyahoga % of Average		95.03%	95.41%

\* Non-wage compensation consists primarily of uniform allowances, shift differentials, and longevity payments.

Clearly, the wages and total compensation of Cuyahoga County deputies are significantly less than four of the five contiguous counties. Only Portage County, which has a population less than 13% of that of Cuyahoga County, has lower wages and total compensation.

Second, the union furnished data for the 2010 wages and total compensation for 10-year deputies in Ohio's six largest counties. The data are as follows:

<u>County</u>	<u>Population</u>	<u>Wages</u>	<u>Total Compensation*</u>
Franklin	1,163,414	\$70,782	\$75,612
Hamilton	802,374	\$55,997	\$57,356
Summit	541,781	\$52,390	\$54,114
Montgomery	535,153	\$60,882	\$61,643
Butler	368,130	\$57,510	\$59,846
Lorain	301,356	\$55,453	\$58,083
Average		\$58,836	\$61,109

Cuyahoga	1,280,122	\$53,200	\$55,350
Cuyahoga % of Average		90.42%	90.58%

\* Non-wage compensation consists primarily of uniform allowances, shift differentials, and longevity payments.

The inescapable conclusion is that the deputies in Cuyahoga County are paid considerably less than deputies in similar-sized counties.

Finally, the union offered the 2011 wages and total compensation for ten-year police officers in 32 cities in Cuyahoga County. The population of the cities ranges from 3,435 in Mayfield Village to 478,403 in Cleveland. The average wage for the 32 cities is \$65,574, which is \$12,374 higher than for the deputies in Cuyahoga County. The average total compensation for the cities is \$69,785 or \$14,435 more than for the deputies.

While the Fact Finder recognizes that the comparison of the wages and compensation of city police officers and deputies may be less relevant than comparisons to other deputies, the very significant difference in wages and compensation cannot be ignored. The county is requiring deputies to take on more of the duties typically performed by city police officers. For example, deputies have assisted East Cleveland and North Randall by performing police duties in those cities. The Sheriff's Department has also instituted a downtown patrol that shares duties with Cleveland police officers. The county's decision to expand the role of the deputies suggests that the gap between their wages and compensation, and the wages and compensation of city police officers should be reduced.

The ability to pay is another important criterion in the fact-finding process. In the instant case, the county did not claim an inability to pay the union's demand. It did, however, claim a limited ability because it "has still not emerged from the economic crisis that had a devastating impact on all public sector employers in Ohio." (County Pre-Hearing Statement, page 1)

The county's Second Quarter Report, dated August 17, 2012, reveals the county's strong financial position. Page I-14 contains the following information regarding the General Fund:

	2011 <u>Actual</u>	2012 <u>Estimate</u>	2013 <u>Estimate</u>	2014 <u>Estimate</u>
Revenue	\$356.5	\$356.2	\$348.0	\$356.8
Expenditures	\$327.4	\$352.9	\$352.7	\$353.8
Surplus/(Deficit)	\$29.1	\$3.3	(\$4.7)	\$3.0
Ending Balance	\$178.5	\$135.1	\$124.2	\$120.9
Bal. To Exp. %	54.5%	38.3%	35.2%	34.2%

It is worth noting that the carryover balance for 2012 and the estimated carryover balances for 2013 and 2014 easily exceed the County's goal of a 25% carryover as set forth in its 2012-2013 Budget in Brief. Despite substantial cuts in Local Government Funds, CAT Reimbursement, and SB 3 Utility Reimbursement, the county's careful management of expenditures, along with growing sales tax revenues, has allowed the county to return to a sound financial basis.

The Fact Finder's conclusion about the financial status of the county is consistent with the ratings update by two bond rating agencies. On February 24, 2012, Moody's affirmed the county's Aa1 rating and stable outlook on its general obligation unlimited and limited tax debt and Aa2 rating on its non-tax debt. On November 23, 2011, Fitch affirmed the county's AAA rating on its unlimited tax general obligation bonds and a AA+ rating on its limited tax general obligation bonds. It indicated that its rating outlook was "stable."

The Fact Finder cannot accept the county's argument that a wage pattern exists in the county that requires him to recommend its wage offer. While it is true that AFSCME, Local 27, agreed to a 1% increase effective July 1, 2012, and a 2% increase effective July 1, 2013, and that a number of additional unions who negotiate on a calendar year basis agreed to a 1% increase in 2012 and 2% increases in 2013 and 2014, this does not necessarily dictate the wage increases for

the deputies. There are many areas, such as health insurance, where a strong argument can be made that all county employees should be treated the same. However, there are other areas where there may be justification for treating law enforcement personnel in a different fashion from other county employees. Furthermore, there may be cases where correcting an inequity or responding to specific circumstances relating to a single bargaining unit, require departing from an existing wage pattern.

The Fact Finder believes that the instant case is one of those situations where there is justification for departing from a wage pattern. First, as indicated above, the deputies' wages and total compensation are substantially below deputies in comparable departments providing a strong rationale for an equity adjustment. Second, the county has changed the duties of a number of its deputies. They are being required to assume more law enforcement type duties while some of their previous duties have been assigned to Protective Services Officers. Third, testimony at the hearing establishes that the efforts of the department to hire more deputies have not always been successful. Witnesses revealed that a number of the applicants who the county wished to hire accepted higher-paying positions with cities. If the county wishes the deputies to continue to evolve in the direction of a force devoted more strictly to law enforcement as opposed to security, it must increase the their compensation.

Based on this analysis, the Fact Finder recommends a two-step wage adjustment. First, effective January 1, 2012, each step of the deputies wage schedule should receive an equity adjustment of \$750. This reflects the fact that the deputies are paid substantially less than comparable employees. It also is dictated by the county's decision to use the deputies in a more strictly law enforcement capacity. Second, the deputies wages should then be increased by 1%

effective January 1, 2012, and 2% effective January 1 of 2013 and 2014. These increases are in keeping with the wage pattern established by the county.

Recommendation - The Fact Finder recommends the following contract language:

Effective January 1, 2012, each step of the wage scale for deputies shall be increased by \$750. Following this adjustment to the wage schedule, each step of the wage schedule shall be increased by 1%.

Effective January 1, 2013, each step of the wage schedule shall be increased by 2%.

Effective January 1, 2014, each step of the wage schedule shall be increased by 2%.

2) Article 18 - Longevity - The current contract provides for a longevity payment of \$375 after five years of service and requires the stipend to be increased by \$75 for each year of additional service. The union seeks a payment of \$500 after five years of service and a \$100 increase for each additional year of service. The county opposes any change in longevity.

Union Position - The union argues that a modest increase in longevity is justified. It claims that its proposal is a way to reward and retain long-serving employees who have been inadequately compensated for years.

County Position - The county opposes the union's demand to increase longevity. It points out that no employees outside of the Sheriff's Department have longevity with the exception of a small number of members of AFSCME, Local 1746, who were "grandfathered" when longevity payments were eliminated. The county adds that within the Sheriff's Department, the deputies and the two other law enforcement units have the highest longevity rates. The county stresses that "coming off three straight years of economic concessions and 'belt-tightening,' there is no compelling reason to support increases in this alternative mode of compensation." (County Pre-Hearing Statement, page 8)

Analysis - The Fact Finder cannot recommend the union's demand. As the county pointed out, none of the bargaining units outside the Sheriff's Department have longevity and within the department only three law enforcement units have longevity. The deputies already have the most generous longevity schedule in the Sheriff's Department. In addition, the Fact Finder believes that any increase in compensation should come in the form of an increase in the base wage rate.

Recommendation - The Fact Finder recommends the current contract language.

3) Article 19 - Holidays, Sections 1 & 2 - Work on Holidays - The current contract requires employees to work their last scheduled shift before a holiday and their first scheduled shift after a holiday in order to be eligible for holiday pay. The county proposes to add to the provision a requirement that employees who are scheduled to work on a holiday must work on the holiday as scheduled in order to receive holiday pay.

County Position - The county argues that it is not proposing any substantive change. It claims that its proposal is merely a clarification of the requirements for receiving holiday pay. The county insists that it is simply closing a "loophole."

Union Position - The union argues that the county did not demonstrate any need to change the current contract language.

Analysis - The Fact Finder recommends that the county's proposal be adopted. It is not unreasonable to require employees who are scheduled to work on a holiday to work as scheduled in order to receive holiday pay.

Recommendation - The Fact Finder recommends the following contract language:

Section 1. The Employer shall observe the following eleven (11) paid holidays:

New Year's Day  
Martin Luther King Day  
Presidents' Day  
Memorial Day  
Independence Day  
Labor Day

Columbus Day  
Veterans' Day  
Thanksgiving Day  
Day after Thanksgiving  
Christmas

If a holiday falls on a Saturday, it shall be observed on the previous Friday. If a holiday falls on a Sunday, it shall be observed on the following Monday. To be eligible for holiday pay, an Employee must work his/her full last scheduled shift before the holiday, the holiday itself if so scheduled, and his/her full first scheduled shift after the holiday, unless excused from doing so by the Employer. For purposes of this article, a "scheduled shift" does not include vacation leave.

Section 2. Any Employee not scheduled to work on a holiday shall receive straight time pay, at the Employee's regular rate of pay, for the number of hours the Employee is regularly scheduled work on that day of the week. Any Employee required to work on one of the recognized holidays is entitled to receive compensation at the rate of one and one-half (1-1/2) times his/her usual rate of pay in addition to receiving regular holiday pay.

4) Article 21 - Group Insurance - The current contract provides for a MetroHealth plan at no cost to employees and other plans where employees are required to pay 5% of the cost of the plan. The parties agreed to a number of changes to the health insurance article but a few issues remain unresolved. The union rejects the proposed language in Section 2 increasing the employee premium contributions to 10% effective on January 1, 2013; the language in Section 3 allowing the county to offer additional medical and prescription drug plans with reduced coverage; the language in Section 4 requiring employees to contribute 10% of the cost for dental and vision plans effective January 1, 2013; and the language in Section 5 permitting the county to implement cost containment features in the Flex Count plans.

County Position - The county argues that health insurance benefits must be uniform throughout the county. It states that "Article XI of the Charter of Cuyahoga County creates a

tripartite Human Resources Commission, with authority to ensure standardization of benefits.” (County Pre-Hearing Statement, page 10) The county indicates that its proposal for Article 21 gives it the “necessary latitude” to comply with the charter mandate of benefit standardization.

The county contends that its proposal reflects “pattern bargaining.” It points out that its health insurance proposal was accepted by AFSCME, Local 1746, its largest bargaining unit with more than 1300 employees. The county notes that its proposal was accepted by other bargaining units in negotiations for the calendar year 2012, 2013, and 2014.

The county maintains that the practice in other counties supports its position. It reports that collective bargaining agreements in Geauga, Hamilton, Lake, Lorain, Medina, and Portage counties require health insurance for deputies to be identical to what is offered to non-bargaining unit employees. It claims that its “proposal provides the same terms and conditions, benefit levels, plan structure and cost-containment features as non-bargaining unit employees are getting.” (Ibid.)

The county argues that the State Employment Relations Board’s 20th Annual Report on the Cost of Health Insurance in Ohio’s Public Sector establishes that its health insurance proposal is reasonable. It observes that the report indicates that in 2011, the average monthly contribution for single coverage was \$63 and \$173 for family coverage or 16.6% of the total cost for single coverage and 14.6% for family coverage; that 85.7% of the plans included an annual deductible; that 62% of the counties had annual deductibles ranging from \$125 to \$1199 for single coverage and 61% of the family plans had annual deductibles ranging from \$200 to \$2399; and that 57% of the counties require at least 15% employee coinsurance. The county asserts that “the most basic conclusion that can be drawn from the foregoing SERB analysis is



that Cuyahoga County employees are paying a fraction of what their colleagues across the state currently pay.” (County Pre-Hearing Statement, page 11)

The county offers Cuyahoga County Sheriff's Department and Ohio Patrolmen's Benevolent Association; Case No. 10-MED-06-0808, Protective Services Sergeants, January 3, 2012, in support of its position. It points out that in that report, this Fact Finder indicated that the county's health insurance proposal was not “unreasonable” and that it was important to offer the same program to all county employees. The county notes that the Fact Finder highlighted the fact that the MetroHealth plan required no employee contribution. It adds that he found that the proposed co-pays, co-insurance, and out-of-pocket-maximums were consistent with plans offered by other public employers and that the 10% premium contribution was less than many public employees were required to pay.

Union Position - The union argues that the county is seeking “a radical alteration” of the current contract language. It points out that the county seeks to double the employee premium contributions. The union complains that the county's proposal “allow[s] the employer an absolute ability to change anything within the plan design, including deductibles, co-pays, coinsurance, spousal exclusion, and a whole host of other negative alterations.” (Union Pre-Hearing Statement, page 6). It insists that “the members of the Bargaining Unit need contractual protection against such an ability.” (Ibid.)

The union contends that its position regarding health insurance is “very much” a compromise. It indicates that it has sought to find reasonableness and acceptability with respect to the issue. The union states that on the other hand, “the Employer has been unbending throughout the negotiation process [and] the Employer's proposal has been a ‘take it or leave it’ proposition from the start.” (Union Pre-Hearing Statement, page 7)

Analysis - The Fact Finder recommends the county's health insurance proposal. First, the county's proposal was accepted by AFSCME, Local 1746, the county's largest bargaining unit. In addition, the agreements subsequently reached with a number of other unions have included the same health insurance language. Nothing in the record indicates that AFSCME received any special consideration in exchange for agreeing to the county's health insurance proposal.

Second, the county's health insurance proposal, except as will be discussed below, is not unreasonable. It continues to offer a plan with no employee premium contribution plus a choice of other plans. SERB's 20th Annual Report on the Cost of Health Insurance in Ohio's Public Sector as well as the Fact Finders experience indicates that the co-pays, co-insurance requirements, and out-of-pocket maximums are entirely consistent with the plans offered by other public employers. In addition, the 10% employee premium contribution, which is required for all but the MetroHealth plan, is less than what is paid by many public employees.

Finally, the Fact Finder believes that it is appropriate for the county to provide the same health insurance, including coverage, co-pays, co-insurance, and premium contributions, to all county employees. In the past, the different insurance arrangements with the various bargaining units raised issues regarding fairness and complicated bargaining. While the transition to a standardized insurance program may lead to some questions, it should be accomplished as soon as possible.

The Fact Finder shares the union's concern about the county's ability under its proposal to alter the plan design, including deductibles, co-pays, and co-insurance, without any opportunity for employees to have any input. The lack of input could result in significant problems for employees and would deny the county the union's suggestions regarding changes in

plan design which could reduce future health insurance costs and employee premium contributions.

The Fact Finder recommends that the county be required to consult with the union before making changes in plan design. This is consistent with the fact that many public sector contracts create health insurance committees with equal numbers of employer representatives and union representatives. In some instances, these joint efforts have been successful in controlling healthcare costs and employee premium contributions.

Recommendation - The Fact Finder recommends the following contract language:

Section 1. An eligible Employee is defined as a full time Employee covered by this Agreement. The Flex Count Plan (the plan) is defined as the section 125 or cafeteria plan, which is provided by the Employer for health insurance benefits for county employees. The Employer shall provide eligible Employees the opportunity to enroll in the plan once during each plan year at its annual open enrollment period. The plan year commences on January 1, and ends on December 31 of the calendar year, but is subject to change.

Section 2. Bi-weekly Employee contributions for medical and prescription drug benefits shall be determined as follows:

a) MetroHealth Plan

The county shall offer a plan through MetroHealth at no cost to employees.

b) Other Benefit Plans

The biweekly health insurance contribution rates shall be as follows:

- 1) Effective January 1, 2012: Current contribution rates;
- 2) Effective January 1, 2013: Employer 90% of plan costs; Employee 10% of plan costs; and
- 3) Effective January 1, 2014: Employer 90% of plan costs; Employee 10% of plan costs.

Section 3. The costs of the medical and prescription drug plans will be determined through an actuarially certified process that is verified through an outside party and that includes reserves necessary to sustain the plans. In successive plan years, the

Employer may add to or delete plans/providers offered and/or Employees may be offered additional plans with reduced or increased benefit levels.

Section 4. Effective January 1, 2013, the Employer shall contribute 90% of the costs for the ancillary benefit plans (i.e. vision and dental) and the Employee shall contribute 10% of the cost for ancillary benefit plans.

Section 5. The Employer shall be entitled to increase the cost containment features of the Flex Count plans which may include, but are not limited to, deductibles, co-insurance, and spousal exclusion provisions.

Section 6. The Employer may implement or discontinue incentives for employees to participate in Employer-sponsored wellness programs, including, but not limited to, the right to offer the opportunity to reduce employee contributions through participation in wellness programs as determined by the Employer.

Section 7. The Employer may offer incentives to encourage use of low cost providers/plans (including HSA plans) which may be discontinued or modified by the Employer in future plans years with notification to the Union.

Section 8. A waiting period of no more than one hundred twenty (120) calendar days may be required before new Employees are eligible to receive health and/or other insurance benefits. During the waiting period, the Employer may require Employees who desire coverage to purchase it through a third-party vendor instead of participating in the county plans that are offered to regular full-time Employees. New Employees shall be eligible to participate in the county plans on the first date of the first month following completion of the waiting period.

Section 9. Prior to adopting any change in the health insurance plans impacting the bargaining unit, the Employer shall meet with a union committee comprised of an OPBA attorney and three bargaining unit members. The purpose of the meeting is to provide the union with an opportunity to discuss possible changes in the plans and to offer its input.

#### 5) Article 22 - Employees No Sick Time, Section 1- No Sick Time - The

current contract allows employees who have exhausted their accrued sick time to receive health insurance benefits for a period not to exceed two months. The county demands the elimination of this provision. The union wishes to continue the current contract language.

County Position - The county argues that this provision is an anachronism and should be dropped from the contract. It points out that the language at issue has been in the contract

since 1990. The county notes that if an employee is an unpaid status, COBRA coverage is available and that if an employee is in unpaid FMLA status, benefits cannot be terminated. The county adds that of the 31 bargaining units in the county, the only units that enjoy this benefit are in the Sheriff's Department. It asserts that this provision is "the result of separate elected officials and non-coordinated bargaining history among the various county units." (County Pre-Hearing Statement, page 12)

Union Position - The union argues that the county's demand should be rejected. It complains that the county is seeking to eliminate long-standing contract language. The union indicates that the county offered no reasonable rationale for the change it seeks.

Analysis - The Fact Finder sees no basis for changing the current contract provision.

Recommendation - The Fact Finder recommends the current contract language.

#### 6) Article 23 - Hospitalization During Layoffs, Section 1- Hospitalization

During Layoffs - The current contract allows an employee who is laid off to continue to receive health insurance benefits, excluding dental and vision care, for a period not to exceed 12 months or until the employee obtains other employment. The county seeks to delete this provision. The union wishes to retain the current contract provision.

County Position - The county argues that the provision at issue is an anachronism. It acknowledges that the provision has been in the collective bargaining agreement since 1987 but observes that out of the 31 bargaining units in Cuyahoga County, only three law enforcement units in the Sheriff's Department enjoy this benefit. The county observes that the benefit the union seeks to preserve came into existence in the early days of Ohio public sector collective bargaining, long before FMLA and COBRA protections.

Union Position - The union argues that the county seeks to delete long-standing contractual language without offering a reasonable rationale for the change it seeks.

Analysis - The Fact Finder understands the county's interest in eliminating this provision based on the fact that only three bargaining units in Sheriff's Department have it. However, at this time, it is more appropriate to reduce the benefit to six months rather than dropping it.

Recommendation - The Fact Finder recommends the following contract language:

Any Employee who is laid off may continue to participate in the same medical benefit plan, exclusive of dental and vision care, with the same premium cost sharing as provided in the Group Insurance Article of this Agreement, for a period not to exceed six (6) months. Participation shall continue until the Employee obtains other employment. Family members who are eligible will also be covered under this plan.

7) Article 28 - Employee Discipline, Section 4 - Investigations - The current contract provides that investigations concerning disciplinary, civil, or criminal matters must be conducted by Deputy Sheriff supervisors. The county seeks to bar investigations from being done by bargaining unit members, i.e., Sergeants and Lieutenants in the Sheriff's Department. The union offers to alter the current language to allow law enforcement officials from outside the Sheriff's Department to conduct investigations.

County Position - The county argues that its proposal should be adopted. It points out that it agreed to a substantial revision of the section so that bargaining unit members have extensive protections during investigations. The county claims that the union's position "is rooted in the inability of the unit to accept that the office of the County Sheriff no longer exists in Cuyahoga County as a separate elected official [and] ... ignores the fact that under the new

charter government, there is now an office of inspector general that is charged with investigating issues related to ethics and wrongdoing." (County Pre-Hearing Statement, page 14)

Union Position - The union argues that its position ought to be accepted. It states that the county is trying to deviate from long-standing language by allowing civilian, non-Sheriff's Department personnel from other Cuyahoga County agencies to conduct investigations of deputies. The union indicates that it is willing to meet the county halfway and alter the current language to allow non-Sheriff's Department law enforcement officials to conduct investigations of deputies.

Analysis - The Fact Finder recognizes the concerns of both parties. He believes that while routine disciplinary matter should continue to be investigated within the Sheriff's Department, there other matters that should be investigated by the Inspector General.

The Fact-Finder understands the union's concern about law enforcement personnel being investigated by non-law enforcement personnel. However, the agreed-upon language in Section 4, provides extensive protections for members of the bargaining unit who are under investigation.

Recommendation - The Fact Finder recommends the following contract language:

Section 1. Employees covered by this Agreement shall be disciplined and/or discharged in accordance with the Employer's Standard Schedule of Disciplinary Offenses and Penalties or any successor discipline policy.

Section 2. Prior to imposition of discipline involving a suspension without pay or removal, the Employer will provide the Employee and the Union with a written notice of the basis for the discipline (including the specifics of the alleged violation, copies of documents and a list of witnesses known at the time who may be used to support the charges) and afford the Employee the opportunity to respond. For any discipline greater than a suspension without pay for more than three (3) days, the Employer shall provide a pre-disciplinary hearing, which will be conducted within five (5) days following notification to the Employee and Union. The pre-disciplinary hearing shall be conducted by the Employer's designee and a neutral Deputy Sheriff supervisor.

The Employee who is alleged to have violated any departmental rule(s) shall be permitted representation by one Steward and one Union representative at the pre-disciplinary hearing. No tape recording of the hearing shall be made. A report of said hearing shall be prepared by the hearing administrator.

Section 3. If it is determined that disciplinary action is warranted, such action will be applied in a fair and uniform manner, and shall take into account the nature of the violation(s), the Employee's record of discipline, and the Employee's record of performance and conduct. For the purpose of determining the severity of discipline being imposed on a current charge, the Employer shall not consider any previous non-attendance related disciplinary action rendered against the Employee which occurred more than twenty-four (24) months preceding the date of offense upon which the current charge is based, if there has been no other discipline imposed during the preceding twenty-four (24) months. However, any discipline consisting of a verbal or written reprimand which occurred more than twelve (12) months preceding the date of offense upon which the current charge is based shall not be considered if there has been no other discipline imposed during the preceding twelve (12) months. Copies of any disciplinary action rendered shall be given to the Employee.

An Employee may appeal any disciplinary action rendered through the Grievance Procedure beginning at Step 3 thereof by filing a written grievance with the Employer within five (5) working days from the date the disciplinary action is imposed.

Section 4. Routine disciplinary matters shall be investigated by the Sheriff's Department. Other investigations shall not be conducted by bargaining unit members.

No investigative interview or interrogation may proceed unless the Employee has first been advised that the Employee has the right to the presence of the union steward and/or OPBA attorney present during any investigative interview or interrogation and that a reasonable amount of time will be afforded to allow such steward and/or attorney to appear. No procurement of any written statement from the Employee who is the subject of the investigation shall occur unless Employee has a right to consult with a union steward and/or OPBA attorney prior to submission of any statement and that a reasonable amount of time will be afforded to allow for such consultation. Further, in any investigation that may reasonably result in criminal charges, an Employee questioned as a subject shall be advised of his/her constitutional rights prior to any questioning.

8) Article 33 - Use of Personal Vehicles - The current contract prohibits the county from requiring bargaining unit members from using their personal vehicles but has no provision dealing with parking. The union seeks to add language which would require the county to provide secure parking to bargaining unit members at or reasonably near their posts at no cost.



Union Position - The union argues that this issue has grown in importance to the membership in recent years. It reports that the county owns numerous parking lots in nearly every area where members of the bargaining unit work. The union claims that the county allows other employees to park for free but forces deputies to pay for parking and to put their personal vehicles at risk for theft and vandalism. It asserts that “the county ought to want to ensure that Deputy Sheriffs obtain free and secure parking.” (Union Pre-Hearing Statement, page 9)

County Position - The county argues that the union is proposing language that would turn the article into an economic provision by requiring it to provide free parking.

Analysis - The Fact Finder recommends that the county provide free parking on the second and third shifts. This is consistent with the treatment of the Protective Services officers and should not create operational problems for the county.

Recommendation - The Fact Finder recommends the following contract language:

Bargaining unit Employee shall not be required to utilize their personal vehicles during the performance of their duties.

The Employer shall provide secure parking at no cost for Employees on the second and third shifts.

9) Article 34 - Special Deputies - The current contract bars the county from using Special Deputies to perform duties that Ohio law requires must be performed by deputies. The union seeks language that would prohibit Special Deputies, Protective Services personnel, and/or any contracted agency to perform law enforcement activities that would cause the displacement from employment of any bargaining unit member or would result in the erosion of the Deputy Sheriffs’ bargaining unit work. The county proposes language that would prohibit the use of Special Deputies or other non-Deputy Sheriff employees to perform “the usual and customary

law enforcement duties regularly performed by members of this bargaining unit” and would not allow “Protective Services personnel, special deputies, and/or any other group of employees under the control of the county to perform work that would result in the displacement from employment of any member of the bargaining unit.”

Union Position - The union argues that its position should be recommended. It claims that its proposal appears to be acceptable to the county except its language that would prohibit the erosion of its bargaining unit. The union states that it is “extremely worried, and with good reason, ... that the Protective Services work and the work of other non-Deputy Sheriff’s Bargaining Unit personnel, will continue to bleed into the work of the Deputies’ unit.” (Union Pre-Hearing Statement, page 9)

County Position - The county argues that the union’s proposal changes the intent of the article. It points out that article’s original intent was to prevent special deputies, who are not on the county payroll but are commissioned by the Sheriff, from performing the regular work of the deputies. The county notes that when the Protective Services Division was transferred to the Sheriff’s Department, “their presence under the ‘umbrella’ of the Sheriff has created an atmosphere of hostility and distrust within [the deputies’] unit.” (County Pre-Hearing Statement, page 15).

The county contends that the primary issue regarding this article is the union’s insistence on language regarding the erosion of the bargaining unit. It indicates that the union’s concern grows out of its attempt to utilize Protective Services in limited areas to free up deputies for law enforcement related duties. The county claims that when Protective Services officers were placed in the hallways of the Courts Tower as a security presence, deputies viewed this as an incursion into their work.

The county maintains that recent operational and policy initiatives have created new opportunities for deputies in “enhanced law enforcement capacities.” It points to a downtown patrol unit and community policing in the suburbs as two examples. The county indicates that it has authorized the hiring of more than 30 new deputy sheriffs over the next three years, which it claims is hardly evidence of an erosion of the bargaining unit.

The county suggests that its proposal acknowledges that certain functions belong to this unit but also recognizes that other personnel must perform other duties which were historically done by deputies because at the time, there was no other unit under an elected Sheriff that was equipped to perform those duties. It claims that the adoption of the union’s proposal would lead to grievances over what constitutes an erosion of bargaining work and “will handcuff the Employer in expanding these laudable initiatives and stymie creative thinking and new initiatives to further expand the ‘law enforcement’ role of this unit.” (County Pre-Hearing Statement, page 16)

Analysis - In the current contract, Article 34 is very limited in scope. It simply prohibits the county, except in cases of emergency, from using Special Deputies “to perform duties required by Ohio law to be performed by Deputies.” The parties have agreed to a provision stating that “the work performed by Protective Services personnel, Special Deputies and/or any other group of employees under the control of the Employer shall not result in the displacement from employment of any member of the bargaining unit.” The issue is the union’s insistence on adding that the work of these non-deputies “will not result in ... the erosion of the Deputy Sheriff’s Bargaining Unit work.”

The Fact Finder cannot recommend the language sought by the union. He believes that the meaning of the phrase “erosion of the Deputy Sheriff’s Bargaining Unit work” may not

always be clear and is concerned that the use of the phrase could lead to lengthy disputes between the parties. The Fact Finder believes that his recommendation that bars any reduction in the bargaining unit due to any activities of Special Deputies, Professional Services, or any other employees under the control of the county, provides a sufficient degree of protection for the Deputies.

The County's motivation is clear. Its goal is to expand the role of the Sheriff's Department and the deputies' role in law enforcement in Cuyahoga County. This plan is reflected in the assistance the Sheriff's Department provided to police departments in number of cities, including East Cleveland and North Randall; the Downtown Patrol; and the department's active participation in a number of area task forces.

The change in the Deputies' role is a significant factor in the Fact Finder's recommendation for an equity wage adjustment for the Deputies. As he explained above, the Fact Finder believes that as Deputies are required to engage in more law enforcement-type activities and less security-type assignments, they are entitled to a wage adjustment that reflects their expanding role in law enforcement in the county.

The Fact Finder believes that the greatly expanded Article 34 provides sufficient protection for the bargaining unit. It expands the protection offered from simply Special Deputies to all non-deputy employees. The revised Article also clearly prohibits any "displacement from employment."

**Recommendation** - The Fact Finder recommends the following contract language:

Except in emergencies, the Employer shall not use Special Deputies or other non-Deputy Sheriff employees to perform the usual and customary law enforcement duties regularly performed by members of this bargaining unit.

In addition, the powers and duties reserved to Deputy Sheriff law enforcement officers and/or police officers under the laws of this State of Ohio shall not be performed by any other non-Deputy Sheriff.

The activities of work performed by Protective Services personnel, special deputies, and/or any other group of employees under the control of the Employer shall not result in the displacement from employment of any member of the bargaining unit.

The number of bargaining unit employees shall not be decreased from the number of as the date of this report.

10) Article 39 - Vacation Leave - The current contract provides for vacation leave as

follows:

80 hours after one year  
120 hours after six years  
160 hours after 15 years  
200 hours after 21 years

The union proposes the following:

80 hours after one year  
120 hours after five years  
160 hours after 12 years  
200 hours after 20 years

The employer opposes any change in vacation entitlement.

Union Position - The union argues that its proposal should be adopted. It claims that its proposal is more closely aligned with comparables within Cuyahoga County government. The union asserts that the current accrual schedule is also out of line with the vacation schedules within government service in the area.

County Position - The county argues that there is no justification for anything more than the minor "housekeeping" already agreed upon.

Analysis - The Fact Finder cannot recommend all of the changes sought by the union.

However, granting three weeks of vacation after five years of service is consistent with practice and is recommended.

Recommendation - The Fact Finder recommends the following contract language:

Section 1. Each full-time member of the bargaining unit, after service of one (1) year with the Employer, shall have earned, and will be due upon the attainment of the first year of employment, and annually thereafter, eighty (80) hours of vacation leave with full pay. One year of service shall be computed on the basis of twenty-six (26) biweekly pay periods. Such vacation leave shall accrue to the Employee at the rate of three and one-tenth (3.1) hours each biweekly period.

Section 2. Each full-time member of the bargaining unit with five (5) or more years of service with the Employer shall have earned, and is entitled to, one hundred twenty (120) hours of vacation leave with full pay. Such vacation leave shall accrue to the Employee at the rate of four and six-tenths (4.6) hours each biweekly period.

Section 3. Each full-time member of the bargaining unit with fifteen (15) or more years of service with the Employer shall have earned, and is entitled to, one hundred sixty (160) hours of vacation leave with full pay. Such vacation leave shall accrue to the Employee at the rate of six and two-tenths (6.2) hours each biweekly period.

Section 4. Each full-time member of the bargaining unit with twenty-one (21) years of service with the Employer shall have earned, and is entitled to, two hundred (200) hours of vacation leave with full pay. Such vacation leave shall accrue to the Employee at the rate of seven and seven-tenths (7.7) hours each biweekly period.

Section 5. Vacation leave may be taken by the Employee during the year in which it earned and prior to the next recurrence of the anniversary date of employment. The Employer shall permit an Employee to accumulate and carry over his vacation leave to the following year. No vacation leave shall be carried over for more than two (2) years. Any vacation leave not carried over will be paid on the Employee's anniversary at the applicable rate of pay.

Section 6. An Employee is entitled to compensation, at his/her current rate of pay, for the prorated portion of any earned but unused vacation leave for the current year to his credit at time of termination of employment.

#### 11) Article 41 - On-Duty Injury/Illness Leave, Section 5 - Entitlement to

Leave - The current contract provides up to 120 work days of paid leave to a member of the

bargaining unit who suffers an on-duty injury or who contracts a disabling illness as a result of an on-duty critical incident. The union proposes increasing the leave to 180 work days. The county seeks to restrict leave to 120 consecutive calendar days.

County Position - The county offered no specific rationale for its position.

Union Position - The union objected to the city's attempt to reduce a long-standing benefit. It did not, however, provide any explanation for its demand to increase the amount of leave.

Analysis - The Fact Finder cannot recommend the county's demand to reduce the amount of leave to 120 calendar days. It did not provide any evidence of problems with the current benefit to justify the significant reduction it seeks. The Fact Finder, however, believes that it is not unreasonable to limit on-duty injury/illness leave to consecutive workdays.

Recommendation - The Fact Finder recommends the following contract language:

Section 1. Any bargaining unit member who suffers bodily injury or who contracts or becomes afflicted with a serious disabling illness as a result of an on-duty critical incident shall be paid his regular rate of pay during the period he is disabled as a result of such injury/illness upon determination of the Employer and confirmed by a physician chosen by the Employer.

Section 2. "On-duty critical incident" is defined as injury resulting from active duty as a Deputy Sheriff exercising the powers of a law enforcement officer, including, apprehension or attempted apprehension of suspects, active participation in the prevention of crimes including vehicular police patrol duty, pursuit of suspects and vehicular transportation of inmates.

Section 3. An Employee is prohibited from engaging in or accepting secondary employment during the period of time in which the provisions of the above paragraph are in effect.

Section 4. Pay made in accordance with this Article shall not be charged to the Employee's accumulation of sick leave credit.

Section 5. Leave shall be paid for such period of time as the Employee is actually disabled, not to exceed one hundred twenty (120) consecutive workdays. The

Employer may require verification of injury/illness status every thirty (30) days or as otherwise deemed necessary.

Section 6. Any Employee who is on leave subject to this Article shall apply for Worker's Compensation benefits. Any worker's compensation temporary-total-benefits which accrue during injury/illness leave shall be returned to the Employer for that one hundred twenty (120) day period.

12) Article 43 - Bereavement Leave - The current contract provides for up to five consecutive days of bereavement leave, which is not deducted from accrued sick leave, except for time that exceeds the five day limit. The county proposes that employees be eligible for three days of bereavement leave not not deducted from sick leave and two additional days to be charged against accrued sick leave. The union opposes the proposed change.

County Position - The county argues that its proposal should be recommended. It points out that Article XI of the Charter of Cuyahoga County creates a tripartite Human Resource Commission, with the authority to ensure the standardization of benefits. The county notes that its Personnel Policies and Procedures Manual, which is applicable to all non-bargaining employees, provides for five days of bereavement leave to be deducted from accrued sick leave or other accrued categories if no sick leave is available. The county stresses that bargaining units outside the Sheriff's Department have language that follows the county's policies and procedures manual.

The county states that it recognizes that adopting the provisions of the policies and procedures manual might be viewed as inappropriate. It states that rather than seeking a drastic reduction, it merely seeks to put the deputies' unit in the same position as other bargaining units in the Sheriff's Department, which have provisions similar to what it has proposed.



Union Position - The union argues that county's proposal should be rejected. It charges that the county seeks to change this provision for no conceivable reason. The union claims that the county "wants to delete language that would allow for more bereavement leave in cases of 'unusual circumstances' and essentially guts the article in its entirety by deleting language that bereavement leave shall be 'without loss of pay.'" (Union Pre--Hearing Statement, page 10) It insists that "there is little point to even having a contractual Bereavement Leave if the Employer is allowed to prevail on this issue." (Ibid.)

Analysis - The Fact Finder understands the county's desire to standardize benefits. While it may not always be appropriate to expect the benefits of law enforcement personnel to be identical to those of other county employees, the bereavement leave of the deputies is more favorable than sergeants, lieutenants, and others in the Sheriff's Department. The county's proposal to reduce the deputies' leave to the same level as other employees in the Sheriff Department's is not unreasonable.

Recommendation - The Fact Finder recommends the following contract language:

Section 1. Employees shall be entitled to receive up to four (4) consecutive days the bereavement leave with pay, one of which must be used to attend the funeral, in the event of the death in the Employee's immediate family. These four (4) days of bereavement leave shall not be chargeable to the Employee's sick leave. Upon the Employee's request, one (1) additional day of bereavement leave shall be granted by the Employer, which shall be charged against the Employee's accumulated paid sick leave.

Section 2. As used in this article, "immediate family" is defined as follows:

- a) Employee's parents (natural, step or foster)
- b) Spouse
- c) Children and step-children
- d) Brothers and brothers of one's spouse
- e) Sisters and sisters of one's spouse
- f) Natural grandparents
- g) Spouse's parents

- h) Grandchildren
- i) Brother's spouse
- j) Sister's spouse
- k) Son-in-law (current)
- l) Daughter-in-law (current)

Step, foster or natural parents as defined in this Article refer to the person(s) who reared the Employee as a child.

### 13) Article 48 - Educational Leave and Training, New Section - Firearms

Proficiency Bonus - The union proposes a new section that would create a firearms proficiency bonus of \$750 per year for employees who score higher than 85% on the State Qualification Course.

Union Position - The union argues that its demand is justified. It points out that there are very few "bells and whistles" in its contract compared to other law enforcement contracts in Northeast Ohio. The union notes that firearm proficiency pay or "shooting bonuses" are a typical, almost routine feature in law enforcement contracts in Cuyahoga County. It complains that it has no type of compensation tied to performance proficiency and that "this situation begs to be rectified." (Union Pre-Hearing Statement, page 11)

County Position - The county argues that there is no basis for the union's demand. It characterizes the union's proposal as "another attempt to create a new economic benefit in the contract [and] another attempt to 'hide' money outside of a wage increase." (County Pre-Hearing Statement, page 19) The county claims that the provision sought by the union would provide enhanced financial benefit to deputies for performing a basic, essential job function.

Analysis - The Fact Finder recommends that the union's demand for a "shooting bonus" be denied. He acknowledges that a number of city police departments have agreed to the bonus demanded by the union. The Fact Finder also recognizes that in some instances, "shooting

bonuses” were negotiated by the parties to ‘hide’ wage increases. In the instant case, he believes that the appropriate way to address the wages of the deputies is to increase their base wages as he has recommended in Article 14.

Recommendation - The Fact Finder recommends the current contract language.

14) Tentative Agreements - The Fact Finder recommends that the the tentative agreements reached by the parties be adopted.



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Nels E. Nelson  
Fact Finder

September 18, 2012  
Russell Township  
Geauga County, Ohio

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0194

<p>Sponsored by: <b>County Executive FitzGerald/Department of Public Works/Division of County Engineer</b></p>	<p><b>A Resolution</b> declaring that public convenience and welfare requires reconstruction of Columbia Road, Cook Road, Mapleway Drive, River Road and Water Street in the City of Olmsted Falls and Olmsted Township; total estimated construction cost \$576,792.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into agreements of cooperation with said municipality and township in connection with said project.</p>
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WHEREAS, the County Executive FitzGerald/Department of Public Works/Division of County Engineer has recommended that public convenience and welfare requires reconstruction of Columbia Road, Cook Road, Mapleway Drive, River Road and Water Street in the City of Olmsted Falls and Olmsted Township; total estimated construction cost \$576,792.00; and

WHEREAS, that special assessments are not to be levied nor collected to pay for any part of the County's costs of this improvement; and

WHEREAS, the County's anticipated share of the construction cost is \$327,637.00, which will be paid out of the County's Road and Bridge Fund. The balance of \$249,155.00 will be paid by the City of Olmsted Falls; and

WHEREAS, the primary goal of this project is to properly maintain the County's infrastructure for which the County is responsible; and

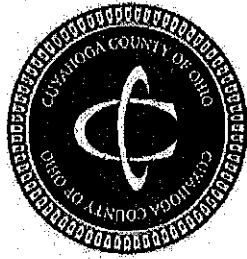
WHEREAS, the location of the project is in the City of Olmsted Falls and Olmsted Township, Council District 1; and

WHEREAS, the anticipated start date for construction of this project is 2012.

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

**SECTION 1.** That the County Council hereby declares that public convenience and welfare requires reconstruction of Columbia Road, Cook Road, Mapleway Drive, River Road and Water Street in the City of Olmsted Falls and Olmsted Township.





**Item Details:**

<b>Agency/Dept. Name:</b>	County Engineer	<b>Agency/Dept. Head Name:</b>	Jamal H. Husani, P.E.
<b>Type of Request:</b>	Other		
<b>Request Prepared by:</b>	Fred Whatley	<b>Telephone No.</b>	348-3840

**SUMMARY OF REQUESTED ACTION:**

The request for Council action does not involve a contract.

**A. Scope of Work Summary**

1. Department of Public Works requesting that Council find:
  - a) that the public convenience and welfare requires the reconstruction of Columbia Road (SR-252), Cook Road (CR-59), Mapleway Drive (Cr-332), River Road (CR-300) and Water Street (CR-293) in the City of Olmsted Falls and Olmsted Township, said reconstruction being required by the construction of Phase 5 of the Columbia/Cook Sanitary Sewer Project;
  - b) that special assessments are not to be levied and collected to pay any part of the County's costs of these improvements
  - c) authorize the County Executive to enter into and execute the necessary agreement of cooperation with Olmsted Falls.

The total construction cost is estimated to be \$576,792.00. The County's anticipated share of the construction costs for this improvement is \$327,637.00. The anticipated start date for construction of this project is 2012.

2. The primary goal of this project is to properly maintain the County's infrastructure and reconstruct the subject roads as a result of the construction of the sanitary sewer project.

3. N/A

**B. Procurement - N/A**

**C. Contractor and Project Information**

1. N/A

2. N/A

3a. The location of the project in City of Olmsted Falls and Olmsted Township.

3b. The project is located in Council District 1.

**D. Project Status and Planning**

1. The project is new to the County.

- 2. N/A
- 3. N/A
- 4. N/A
- 5. N/A

**E. Funding**

- 1. The County's share of the construction costs of this project will be funded from the County Road and Bridge Fund.
- 2. N/A
- 3. N/A

**PURPOSE/OUTCOMES - PRINCIPAL OWNER(S):**

**Explanation for late submittal:**

**Contract/Agreement Information:**

**Procurement Method:**

**Explanation for Increase/Decrease in \$ Amount for current request:**

**Financial Information:**

<b>Funding source:</b>	<b>Explanation:</b>
Other	Road and Bridge Fund

**Total Amount Requested:**  
\$

**ATTACHMENTS:**

[Click to download](#)

No Attachments Available

**History**

**Time**

**Who**

Clerk of the Board

**Approval**

2011-01-01 10:00:00 AM

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0195

<p>Sponsored by: <b>County Executive FitzGerald/Department of Public Works/Division of County Engineer</b></p>	<p><b>A Resolution</b> making an award on RQ23208 to Mead and Hunt, Inc. in the amount not-to-exceed \$897,252.28 for an environmental assessment study for the Cuyahoga County Airport for improvements included in the Master Plan Update and future Airport Layout Plan; authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County Council has before it RQ23208 to Mead and Hunt, Inc. in the amount not-to-exceed \$897,252.28 for an environmental assessment study for the Cuyahoga County airport for improvements included in the Master Plan Update and future Airport Layout Plan; and

WHEREAS, County Council has determined that awarding RQ23208 to Mead and Hunt, Inc. is in the best interest of the County; 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.** The County Council hereby makes an award on RQ23208 to Mead and Hunt, Inc. in the amount not-to-exceed \$897,252.28 for an environmental assessment study for the Cuyahoga County airport for improvements included in the Master Plan Update and future Airport Layout Plan.

**SECTION 2.** The County Executive is authorized to execute a contract in connection with said award and all documents consistent with this Resolution.

**SECTION 3.** It is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue, and to continue the usual and daily operation of a County entity. Provided that this Resolution receives the affirmative vote of eight members of Council, this



Resolution shall become immediately effective upon the signature of the County Executive.

**SECTION 4.** It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and 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

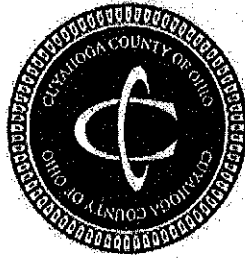
\_\_\_\_\_  
Clerk of Council

\_\_\_\_\_  
Date

First Reading/Referred to Committee:

Committee(s) Assigned:

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



**Item Details:**

<b>Agency/Dept. Name:</b>	County Engineer	<b>Agency/Dept. Head Name:</b>	Jamal H. Husani
<b>Type of Request:</b>	Other		
<b>Request Prepared by:</b>	Nichole English	<b>Telephone No.</b>	216-348-3861

**SUMMARY OF REQUESTED ACTION:**

**A. Scope of Work Summary**

1. Department of Public Works requesting award and approval of a contract with Mead and Hunt, Inc. for the not-to-exceed cost of \$897,252.28. The anticipated start-completion dates are Sepetember 2012 - December 2014, but should not be referenced in the agreements since this is an engineering services agreement.
2. The primary goal of the project is to prepare an Environmental Assessment Study (EA) for projects included in the approved Master Plan Update and future Airport Layout Plan for Cuyahoga County Airport ("CGF").
3. N/A

**B. Procurement**

1. The procurement method for this project was RFQ. The total value of the RFQ is \$897,252.28.
2. The RFQ was closed on April 12, 2012. There is a 15% DBE goal on this RFQ.
3. There were 4 proposals submitted for review, 1 proposal approved.

**C. Contractor and Project Information**

1. The address of the vendor is:  
Mead and Hunt, Inc.  
5900 Wilcox Place  
Dublin, Ohio 43016  
Council District N/A
2. A listing of the board of directors for Mead and Hunt, Inc. is included as an attachment.
3. a. The location of the project is:  
Cuyahoga County Airport (CGF)

Robert D. Shea Field  
26300 Curtiss Wright Parkway  
Richmond Heights, OH 44143

3. b. The project is located in Council Districts 6 and 11.

**D. Project Status and Planning**

1. The project is new to the County.
2. N/A
3. N/A
4. N/A
5. N/A

**E. Funding**

1. The project is funded 90% by the FAA and 10% by the County.
2. The schedule of payments is by invoice.
3. N/A

**PURPOSE/OUTCOMES - PRINCIPAL OWNER(S):**

**Explanation for late submittal:**

**Contract/Agreement Information:**

**Procurement Method:**

**Explanation for Increase/Decrease in \$ Amount for current request:**

**Financial Information:**

<b>Funding source:</b>	<b>Explanation:</b>
Other	90% FAA, 10% County

**Total Amount Requested:**

\$897,252.28

**ATTACHMENTS:**

Click to download

- [DMA](#)
- [Insurance Certificate and Workers Comp](#)
- [Final RFQ](#)
- [Secretary of State](#)
- [Department Acknowledgement Form](#)
- [Signature Authority](#)
- [WG](#)
- [Audit Findings](#)
- [Board of Directors](#)
- [Proposal](#)
- [Scoring](#)
- [Award Letter](#)
- [Contract](#)
- [Contract Cover](#)
- [email re funds](#)



R.W. Armstrong was eliminated from the scoring since they were awarded the General Engineering Contract. This is stipulated by the FAA. Minimum qualifications: Landrum Brown did not designate personnel for ESA Remediation Design.

C/M/T

- a. Only one reference responded out of the two. Nice chart showing issues on prior projects, indicating depth of qualifications related to 4(f)& 6(f). Many categorical exclusions, not as difficult as EA's. Strong public involvement.
- b. Good education, vested in career development. Public involvement not listed in resume.
- c. Department Project Manager is P/I person. Local representative. Using ASC as DBE.
- d. Addressed the master plan, however geared to FAA or ODOT not residents or other stakeholders. Textbook approach to project. Dismissed need for environmental studies. Did mention public website; efficiency through technology.

L/B

- e. Could only use one of two references, reference had conflict of interest. Missing ESA Remediation Design pre-qualification. Projects are not similar, minimal details.
- f. PM is the Executive VP, will he be committed to our project? Experienced in Public Involvement and urban planning. Not a very thorough presentation of experience.
- g. Using ASC as DBE and Engage for P/I. ASC is good for wetlands. Did not highlight P/I as important as other tasks.
- h. Addressed master plan. Brief and to the point. Addressed our needs, importance of public involvement, & agency coordination.

Mead/Hunt

- i. Only one reference responded out of the two. PM called to give a second name when found out reference not available. Listing of related projects is extensive.
- j. PM has received awards for her work. Planning and public involvement experience. PM provided another reference when first reference not available. Pro-active.
- k. Depth on team is more with subs, good expertise. Clear organizational chart with chain of command.
- l. Addressed master plan. Will utilize social media, web based for public involvement. Very detailed methodology. Provided a tested format that has succeeded.

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0196

Sponsored by: **County Executive  
FitzGerald/Department of  
Development**

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

WHEREAS, the County of Cuyahoga, Ohio (the "*County*"), a county and political subdivision duly organized and validly existing under the laws of the State of Ohio, is authorized and empowered, by virtue of the laws of the State of Ohio, including without limitation, Section 13 of Article VIII, Ohio Constitution, and Chapter 165, as amended, Ohio Revised Code (the "*Act*"), (a) to issue its revenue bonds for the purpose of making a loan to assist in the financing or refinancing of costs of acquiring, constructing, equipping and improving a "project", as defined in Section 165.01, as amended, Ohio Revised Code, (b) to enter into a loan agreement and to provide for "revenues" sufficient to pay the principal of and interest and any premium on those revenue bonds, (c) to secure those revenue bonds by a trust indenture, as provided herein, and (d) to enact this Resolution and to enter into the Indenture, the Loan Agreement and the Bond Purchase Agreement, all as defined herein, upon the terms and conditions provided herein and therein; and

WHEREAS, University School (the "*Borrower*") has requested that the County issue revenue bonds (the "*Series 2012 Bonds*") pursuant to the Act, and in two or more series, to assist it in refinancing the costs of acquiring, constructing, equipping and improving real and personal property located within the boundaries of the County (the "*Project*"), by refunding the outstanding principal amount of the County's \$15,845,000

Economic Development Refunding Revenue Bonds, Series 2009 (University School Project) (the “*Series 2009 Bonds*”), which were previously issued to refund the County’s \$28,000,000 Variable Rate Economic Development Revenue Bonds (University School Project), Series 1999; and

WHEREAS, the Cuyahoga County Community Improvement Corporation (“*CIC*”) previously certified to the County that the Project is in accordance with the plan for the industrial, commercial, distribution and research development of the County heretofore confirmed by this Board pursuant to Section 1724.10, Ohio Revised Code; and

WHEREAS, the Series 2012 Bonds shall not represent or constitute a general obligation, debt or bonded indebtedness, or a pledge of moneys raised by taxation or the faith and credit of the County, the State or any political subdivision thereof, and the holders of the Series 2012 Bonds shall not be given and shall not have any right to have excises or taxes levied by this Council or the County, or the State or the taxing authority of any political subdivision thereof, for the payment of bond service charges or any other costs of the Project, and the Series 2012 Bonds will be payable solely from revenues of the Project and other monies available to the Borrower;

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

**SECTION 1. Definitions and Interpretations.** All words and terms used herein as defined words and terms but not otherwise defined herein shall have the respective meanings given to them in the Trust Indenture with respect to the Series 2012 Bonds (the “*Indenture*”) between the County and the bank or trust company identified therein, serving as trustee in accordance with the provisions thereof (the “*Trustee*”), the substantially final form of which is on file with this Council.

Any reference herein to the County or this Council or to any officers, employees or members thereof, shall include those which succeed to their functions, duties or responsibilities pursuant to or by operation of law or who are lawfully performing their functions.

**SECTION 2. Determinations.** This Council confirms the County’s previous determinations, based on the representations of the Borrower contained in its application to the CIC, that:

(a) The Project constitutes a “project” within the meaning of that term as defined in Section 165.01(H), Ohio Revised Code;

(b) The Project is consistent with the purposes of Section 13 of Article VIII, Ohio Constitution, to create or preserve jobs and employment opportunities and to improve the economic welfare of the people of the State of Ohio; and

(c) Provision of the loan to refinance costs of the Project through a refunding of the Series 2009 Bonds will require the issuance, sale and delivery of the Series 2012 Bonds.

**SECTION 3. Authorization of Series 2012 Bonds.** It is hereby determined, based upon the representations of the Borrower, to be necessary to, and the County shall,

issue, sell and deliver, as provided herein and in the Indenture and pursuant to the authority of the Act, the Series 2012 Bonds in the principal amount that shall be determined in the Bond Purchase Agreement not to exceed \$15,100,000, in two or more series, each series to be less than \$10,000,000 in aggregate principal amount, for the purpose of making a loan to assist the Borrower in refinancing the costs of acquiring, constructing, equipping and improving the Project, including paying a portion of the costs of the issuance of the Series 2012 Bonds, all in accordance with the provisions of the Indenture and the Loan Agreement (the "*Loan Agreement*") dated as of the first day of the month in which the Series 2012 Bonds are issued between the County and the Borrower.

#### **SECTION 4. Terms and Provisions of the Bonds**

(a) Bond Terms. The Series 2012 Bonds shall (i) be issued and secured under the terms of the Indenture and in the aggregate principal amount, not to exceed \$15,100,000, set forth in the Indenture, (ii) be issued in the forms and shall be numbered and payable as provided in the Indenture, (iii) be designated "County of Cuyahoga, Ohio Economic Development Refunding Revenue Bonds, Series 2012 (University School Project)", provided that the Series 2012 Bonds shall contain two or more series or subseries, each series to be less than \$10,000,000 in aggregate principal amount, that shall be separately identified by letter or numerical identifiers or other identifying language; (iv) be issuable only in fully registered form; (v) be exchangeable only for Bonds in authorized denominations; (vi) be numbered in a manner that will distinguish each Bond from each other Bond of that series and each other series; (vii) be dated the date the Series 2012 Bonds are issued; (viii) bear interest from the most recent date to which interest has been paid or duly provided for, or if no interest has been paid or duly provided for, from their date or their date of delivery as set forth in the Indenture, at the rates set forth in the Indenture and in the Bond Purchase Agreement among the County, the Borrower and the Original Purchaser (the "*Bond Purchase Agreement*"), as applicable; and payable on the Interest Payment Dates set forth in the Indenture; (ix) be subject to optional redemption, extraordinary optional redemption, mandatory redemption, including mandatory sinking fund redemption and optional and mandatory tender, in accordance with the Indenture; and (x) mature, subject to prior redemption as set forth above, on the dates set forth in the Indenture, the final maturity date of which shall not exceed December 1, 2039.

The County may issue, sell and deliver Additional Bonds for any purpose authorized by the Act, upon satisfaction of the conditions and in the manner set forth in the Indenture.

(b) Method of Payment; Paying Agents. The principal of and any premium and interest on the Series 2012 Bonds (the "*Bond Service Charges*") shall be payable as provided in the Indenture without deduction for the services of any paying agent.

(c) Execution. The Bonds shall be signed by the County Executive and such signature may be a facsimile. Neither the County Executive, the members of this Council nor any person executing the Bonds shall be liable personally on the by reason of issuance thereof. In case the County Executive shall cease to be in office before the issuance or delivery of the Bonds, such signature or facsimile thereof shall



nevertheless be valid and sufficient for all purposes, the same as if he or she had remained in office until after that time.

(d) Book-Entry System. The Bonds are permitted, but not required, to be issued to the Depository for holding in a book-entry system as provided in the Indenture, as the official(s) or member(s) executing and delivering the Indenture shall approve in the manner described in and under authority of Section 8 hereof.

**SECTION 5. Sale of the Series 2012 Bonds.** The Series 2012 Bonds are hereby sold and awarded to JPMorgan Chase Bank, N.A. or its designee (the "*Original Purchaser*") in accordance with the terms of this Resolution, at a purchase price equal to the aggregate principal amount of the Series 2012 Bonds to be issued. The sale of the Series 2012 Bonds to the Original Purchaser shall be conditioned upon the Original Purchaser's delivery of an investor acknowledgement letter to the County, or the inclusion of investor acknowledgement provisions in the Bond Purchase Agreement, in a form acceptable to the County and its legal counsel. It is hereby determined that the purchase price and the manner of sale and the terms of the Series 2012 Bonds, as provided in this Resolution and the Indenture, are consistent with all legal requirements and will carry out the public purposes of the Act.

The County Executive, the Clerk of this Council and the Fiscal Officer are authorized and directed, alone or together, to make the necessary arrangements, as advised by the Trustee and Bond Counsel, to establish the date, location, procedures and conditions for the delivery of the Series 2012 Bonds, and to take all steps necessary to effect due execution, authentication and delivery of the Series 2012 Bonds to the Original Purchaser under the terms of this Resolution, the Indenture and the Bond Purchase Agreement.

**SECTION 6. Loan and Terms Thereof.** This Council authorizes and approves the loan of the Bond proceeds by the County to the Borrower pursuant to the terms of the Indenture, the Loan Agreement and the Regulatory Agreement, each substantially in the form now on file with the Clerk of this Council, to assist in financing the Project.

**SECTION 7. Security for the Bonds.** The Bonds shall be special, limited obligations of the County and the principal of and any premium and the interest on the Bonds shall be (i) payable solely from the revenues pledged therefor in the Indenture and (ii) secured by the trust estate identified in the Indenture.

Anything in this Resolution or the Bonds to the contrary notwithstanding, the Bonds do not and shall not represent or constitute a general obligation, debt or bonded indebtedness, or a pledge of moneys raised by taxation or the faith and credit of the County, the State or any political subdivision thereof, and the holders of the Bonds shall not be given and shall not have any right to have excises or taxes levied by this Council or the County, or the State or the taxing authority of any political subdivision thereof, for the payment of bond service charges or any other costs of the Project, and the Bonds will be payable solely from revenues of the Project and other monies available to the Borrower. The Bonds shall contain a statement to that effect and to the effect that the Bonds are payable solely from the sources specified in the Indenture and any amounts received by the Trustee pursuant to the Indenture, if any, and from any other moneys paid by the Borrower or obtained by the Trustee upon the exercise of rights and remedies under the Loan Agreement or Indenture.

**SECTION 8. Covenants and Agreement of County.** In addition to the other covenants of the County set forth in this Resolution and the Issuer Documents, the County further covenants and agrees as follows:

(a) Authority and Actions. The County is, and upon delivery of the Bonds will be, duly authorized by the laws of the State, particularly and without limitation the Act, to issue the Bonds, to execute and deliver the Issuer Documents and other instruments and documents to which it is a party, to provide the security for payment of the principal of and any premium or interest on the Bonds solely in the manner and from the sources and to the extent set forth herein, all as authorized by this Council and upon the advice of Bond Counsel. All actions on the part of the County for the issuance of the Bonds and the execution and delivery of the Issuer Documents and such other instruments and documents have been or will be duly and effectively taken. The Bonds will be valid and enforceable special obligations of the County according to the terms thereof. Each duty of the County and of its officers and employees undertaken pursuant to the Bonds and the Issuer Documents, is a duty specifically enjoined by law upon the County and each of those officers and employees having authority thereunder or by provision of law to perform the duty, resulting from an office, trust or station, within the meaning of Section 2731.01, Ohio Revised Code, providing for enforcement by writ of mandamus.

(b) Arbitrage and Tax Compliance Provisions; Transcript. To the extent within its authority and control, the County will restrict the use of the proceeds of the Bonds in such manner and to such extent as is necessary so that the Bonds will not constitute arbitrage bonds under Section 148 of the Code. The members of this Council, the County Executive, the Fiscal Officer or the Clerk of this Council or any other officer of the County having responsibility for the issuance of the Bonds, alone or in conjunction with the Borrower or any officer, employee or agent of or consultant to the Borrower, shall give an appropriate certificate of the County for inclusion in the transcript of proceedings for the Bonds setting forth the reasonable expectations of the County regarding the amount and use of all of the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Bonds.

To the extent within its authority and control, the County (i) will take, or require to be taken, all actions that are required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, and (ii) will not knowingly take or authorize to be taken any actions that would adversely affect that exclusion under the provisions of the Code. The members of this Council, the County Executive, the Fiscal Officer and the Clerk of this Council and any other appropriate officers are hereby authorized and directed to take any and all actions and make or give such reports and certifications, as may be appropriate to assure such exclusions of that interest.

In its performance of these covenants, and other covenants of the County pertaining to federal income tax laws, the County may rely upon the advice of nationally recognized bond counsel that is provided to the County at the Borrower's expense.

The Clerk of this Council shall furnish to the Original Purchaser a true transcript of proceedings, certified by the Clerk, of all proceedings had with reference to the

issuance of the Bonds together with such information from the records as is necessary to determine the regularity and validity of the issuance of the Bonds.

(c) Further Assurances. To the extent within its authority and control, the County shall do all things and take all actions on its part necessary to comply with the obligations, duties and responsibilities on its part under the Issuer Documents. Nothing herein or in the Issuer Documents shall be construed as requiring the County to operate the Project or to use any moneys from any source other than those provided in the Indenture and the Loan Agreement.

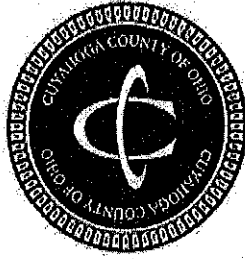
**SECTION 9. Issuer Documents.** To provide for the issuance and sale of the Bonds and the consummation of the transactions contemplated herein, the County Executive and the Fiscal Officer at the direction of the County Executive, alone or in conjunction with any of the foregoing, are authorized and directed to execute, acknowledge and deliver, for and in the name and on behalf of the County, each Issuer Document, in substantially the respective forms thereof submitted to and approved by this Council and the County's legal officer. The Issuer Documents are approved with any changes therein which are not inconsistent with this Resolution, are not adverse to the County, are permitted by the Act, and are approved by the member or members or officer or officers executing the respective Issuer Documents and by the County's legal officer. The approval of those changes by such member or members or officer or officers, and the character of those changes as not being adverse to the County, shall be evidenced conclusively by the execution and delivery of the respective Issuer Documents by such member or members or officer or officers. The Fiscal Officer is authorized to give any certifications that may be required under Ohio Revised Code Sections 5705.41 and 5705.44 with respect to any of the Issuer Documents.

**SECTION 10. Other Documents.** The County Executive, the President of the Council, the Fiscal Officer, the Clerk of the Council or any other officer of the County, alone or in conjunction with any of the foregoing, are authorized and directed to execute, deliver and, if applicable, file, for and in the name and on behalf of the County, any certifications, financing statements, assignments and other instruments and documents which are, in the opinion of the County's legal officer and Bond Counsel, necessary or appropriate to perfect the assignments contemplated in the Indenture or the Loan Agreement and to consummate the transactions contemplated in the Issuer Documents, including the issuance of the Bonds. Those certifications and other instruments and documents include, without limitation, one or more reports on IRS Form 8038 (including Forms 8038-R and 8038-T), any other agreement, certifications and forms necessary or advisable under the Code and a certification by the Clerk of this Council of the transcript of proceedings relating to the issuance of the Bonds. The Borrower is hereby authorized and directed, upon the request or direction of the County, to file any such certifications or instruments that require filing.

**SECTION 11. Acknowledgement of Assignment.** The County acknowledges that pursuant to the Indenture, the County will assign without recourse its rights under Loan Agreement to the Trustee, except for Unassigned Issuer's Rights.

**SECTION 12. No Personal Liability.** No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Resolution, or in the Bonds, or in the Issuer Documents, or under any judgment obtained against the County or





**Item Details:**

<b>Agency/Dept. Name:</b>	Department Development	<b>of Agency/Dept. Head Name:</b>	Larry Benders, Director
<b>Type of Request:</b>	Other		
<b>Request by:</b>	Prepared Sara Parks Jackson	<b>Telephone No.</b>	216-443-8160

**SUMMARY OF REQUESTED ACTION:**

Scope of Work Summary:

1. Department of Development and Squire Sanders requesting a resolution authorizing the issuance of not to exceed \$15,100,000 County of Cuyahoga, Ohio, Economic Development Refunding Revenue bonds (University School project), in two or more series, for the purpose of refunding the remaining outstanding principal amount of the \$15,845,000 County of Cuyahoga, Ohio, Economic Development Refunding Revenue bonds, series 2009 (University School project), authorizing the execution and delivery of a loan agreement pertaining to the project and a trust indenture securing the payment of the bonds; authorizing the execution and delivery of a bond purchase agreement and authorizing the execution and delivery of certain other documents and actions in connection with the issuance of such bonds.

2. Primary goals of the project are to lower the cost of capital therefore making additional funds available to provide financial assistance to lower income qualified students.

Bond Counsel: Catherine Corrigan Tompkins  
Squire Sanders

**PURPOSE/OUTCOMES - PRINCIPAL OWNER(S):**

Refunding will allow University School to renegotiate the terms of the Bonds by reducing the interest rate and consequently, allowing them to take advantage of favorable market conditions.

**Explanation for late submittal:**

**Contract/Agreement Information:**

**Procurement Method:**

Other

**Explanation for Increase/Decrease in \$ Amount for current request:**

**Financial Information:**

**Funding source:** Other      **Explanation:** Private Activity Bonds

**Total Amount Requested:**

\$

**ATTACHMENTS:**

Click to download:

- Resolution
- Leadership and Trustees List

**History**

**Time:**

**Who**  
Clerk of the Board

**Approval**

MANAGEMENT SYSTEMS

  
**Novusolutions**  
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# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0197

<b>Sponsored by: County Executive FitzGerald/Department of Human Resources</b>	<b>A Resolution</b> authorizing an agreement with the Village of North Randall for participation in the Cuyahoga County Benefits Regionalization Program for the period 9/1/2012 - 12/31/2014, and authorizing the County Executive to execute the agreement and all other documents consistent with this Resolution.
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WHEREAS, the Office of Human Resources has recommended that the County Executive enter into an agreement of cooperation with the Village of North Randall for participation in the Cuyahoga County Benefits Regionalization Program for the period 9/1/2012 – 12/31/2014; and,

WHEREAS, the County’s Benefit Regionalization Program will allow smaller political entities to have access to the County’s Benefits program; and

WHEREAS, the purpose of this project is to provide these entities rate stabilization, potential rate reductions and bargaining leverage for health benefits; and

WHEREAS, funding for this project will come from the County’s Self-Insurance Fund.

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

**SECTION 1.** That the County Executive is hereby authorized to enter into and execute an agreement with the Village of North Randall for participation in the Cuyahoga County Benefits Regionalization Program.

**SECTION 2.** That the County Executive is authorized to execute all documents required in connection with said agreement.

**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

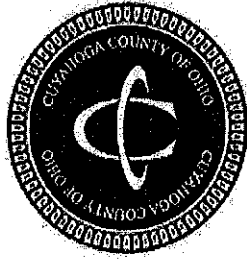
\_\_\_\_\_  
Clerk of Council

\_\_\_\_\_  
Date

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

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





**Item Details:**

<b>Agency/Dept. Name:</b>	Office of Human Resources	<b>Agency/Dept. Head Name:</b>	Elise Hara
<b>Type of Request:</b>	Agreement/Amendment		
<b>Request Prepared by:</b>	Michael Brown	<b>Telephone No.:</b>	216-698-6436
<b>SUMMARY OF REQUESTED ACTION:</b>			
Office of Human Resources, submitting an agreement with Village of North Randall for participation in the Cuyahoga County Benefits Regionalization Program for the period 9/1/2012 - 12/31/2014.			
<b>PURPOSE/OUTCOMES - PRINCIPAL OWNER(S):</b>			
The County's Benefits Regionalization Program will allow smaller political entities to have access to the County's Benefits program. The purpose is to provide these entities rate stabilization, potential rate reductions and bargaining leverage for health benefits.			
<b>Explanation for late submittal:</b>			

**Contract/Agreement Information:**

<b>Procurement Method:</b>
<b>Explanation for Increase/Decrease in \$ Amount for current request:</b>

**Financial Information:**

<b>Funding source:</b>	<b>Explanation:</b>
Other	Self-insurance Fund
<b>Total Amount Requested:</b>	
\$	

**ATTACHMENTS:**

[Click to download](#)

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0198

<b>Sponsored by: County Executive FitzGerald/Office of Procurement &amp; Diversity</b>	<b>A Resolution</b> making an award on RQ24643 to Cleveland Communications, Inc. in the amount of \$1,204,191.88 for the purchase of 56 Harris Unity Mobile and 190 Portable Multi-Band Radios and accessories for the County Sheriff's Office; authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution.
--	--

WHEREAS, the County Executive/Office of Procurement and Diversity has recommended an award on RQ24643 to Cleveland Communications, Inc. in the amount of \$1,204,191.88 for the purchase of 56 Harris Unity Mobile and 190 Portable Multi-Band Radios and accessories for the County Sheriff's Office; and

WHEREAS, the primary goal of this project is to purchase the mobile and portable radios necessary to become compliant with the Federal Communications Commission's ("FCC") Narrow Banding Regulations. Thus, the system must be in place by 1/01/2013; and

WHEREAS, this system will allow the Sheriff's Office to communicate with law enforcement agencies on a local, state and federal level on every available frequency for complete interoperability; and

WHEREAS, the procurement method for this project was a Government Cooperative Purchasing Agreement through the Fire Rescue GPO; and

WHEREAS, the proposed award recommendation received an exemption approval on 8/13/2012, CPB2012-732; and

WHEREAS, this project is funded 100% by the General Fund and is a Capital Project. The schedule of payments is by invoice.

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

**SECTION 1.** The County Council hereby authorizes an award on RQ24643 to Cleveland Communications, Inc. in the amount of \$1,204,191.88 for the purchase of 56 Harris Unity Mobile and 190 Portable Multi-Band Radios and accessories for the County Sheriff's Office.

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

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

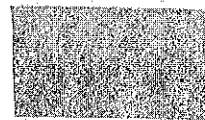
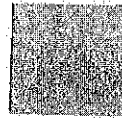
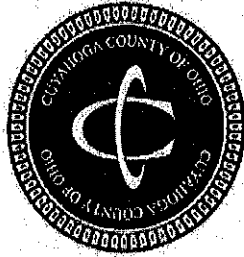
\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

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



**Item Details:**

**Agency/Dept. Name:** Office of Procurement and Diversity      **Agency/Dept. Head Name:** Lenora Lockett

**Type of Request:** Award Recommendation

**Request Prepared by:** James Taylor      **Telephone No.:** 443-5955

**SUMMARY OF REQUESTED ACTION:**

**A. Scope of Work Summary**

1. The Office of Procurement and Diversity requesting approval of an award recommendation with Cleveland Communications, Inc. for the anticipated cost of \$1,204,191.88.
2. The primary goal of the project is to purchase the mobile and portable radios necessary to become compliant with the Federal Communications Commission's (FCC) Narrow Banding Regulations. The system must be in place by 1/01/2013. This system will allow the Sheriff's Office to communicate with law enforcement agencies on a local, state and federal level on every available frequency for complete interoperability.

**B. Procurement**

1. The procurement method for this project was a Government Cooperative Purchasing Agreement through the Fire Rescue GPO. The total value of the purchase is \$1,204,191.88.
2. The intent to purchase was posted on OPD's website from July 25, 2012 through July 30, 2012. No other quotes were received.
3. The proposed award recommendation received a exemption approval on August 13, 2012, CPB2012-732. The approval letter is attached for review.

**C. Contractor and Project Information**

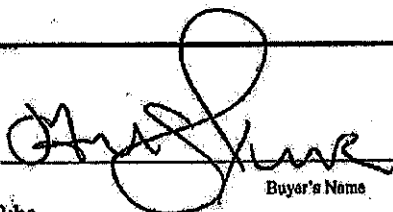


# TABULATION OF BIDS RECEIVED

## OFFICE OF PROCUREMENT & DIVERSITY

REQUISITION NO.	SH-12-24643	ESTIMATED COST	\$1,204,191.88
DEPARTMENT NAME:	Sheriff's Office	ITB'S SENT/RETURNED:	N/A
COMMODITY DESCRIPTION:	Harris Unity Portable and Mobile Radios with Accessories	BID OPENING DATE	N/A

BIDDER'S NAME & ADDRESS	\$ AMOUNT BID	AWARD	COMMENTS
Cleveland Communications, Inc. 9045 Brookpark Road Cleveland, Ohio 44129	\$1,204,191.88	\$1,204,191.88	Government Cooperative Purchasing Agreement Fire Rescue GPO Contract Number VH10954 (expires 12/31/2012) Purchasing Policy 3.03 E(2)

  
 \_\_\_\_\_  
 Buyer's Name

8/24/12  
 \_\_\_\_\_  
 Date

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0199

<p>Sponsored by: <b>County Executive FitzGerald/Department of Health and Human Services/Division of Employment and Family Services/Cuyahoga Support Enforcement Agency</b></p>	<p><b>A Resolution</b> authorizing an amendment to Contract No. CE1000688-01 with Goodwill Industries of Greater Cleveland and East Central Ohio, Inc. for Staffing for Unpaid Work Experience and Community Service Programs for Ohio Works First cash recipients for the period 10/1/2010 - 9/30/2012 to extend the time period to 9/30/2013 and for additional funds in the amount of \$571,550.00; authorizing the County Executive to execute the amendment and all other documents consistent with this Resolution; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County Executive/Employment and Family Services/Cuyahoga Support Enforcement Agency has recommended to amend Contract No. CE1000688-01 with Goodwill Industries of Greater Cleveland and East Central Ohio, Inc. for Staffing for Unpaid Work Experience and Community Service Programs for Ohio Works First cash recipients for the period 10/1/2010 – 9/30/2012 to extend the time period 9/30/2013 and for additional funds in the amount of \$571,550.00; and

WHEREAS, a portion of the increase in funds are carry-over funds from the prior contract period, due to staff vacancies and staggered start dates; and,

WHEREAS, the proposed amendment in additional funds would increase the total contract to \$1,603,730.00; and,

WHEREAS, this contract is funded 100% by federal TANF (Temporary Assistance for Needy Families) funding; and,

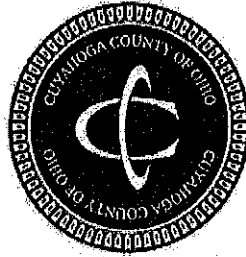
WHEREAS, it is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of a County entity.

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

**SECTION 1.** The Cuyahoga County Council hereby approves the amendment to Contract No. CE1000688-01 with Goodwill Industries of Greater Cleveland and East Central Ohio, Inc. for Staffing for Unpaid Work Experience and Community Service







**Item Details:**

**Agency/Dept. Name:** Employment and Family Services      **Agency/Dept. Head Name:** Joseph Gauntner

**Type of Request:** Contract/Amendment

**Request Prepared by:** Robert K. Math      **Telephone No.:** 216.987.6911

**SUMMARY OF REQUESTED ACTION:**

EFS is submitting an amendment to Contract No. CE1000688-01 with Goodwill Industries of Greater Cleveland and East Central Ohio Inc for staffing the unpaid work experience and community service programs to extend the time period to September 30, 2013 and for additional funds in an amount of \$571,550.00.

**Title:** Employment & Family Services-2012

Goodwill Industries of Greater Cleveland and East Central Ohio, Inc.  
Staffing for Unpaid Work Experience and Community Service Programs  
NA

**A. Scope of Work Summary**

1. EFS is requesting approval to amend contract CE1000688-01 with Goodwill Industries of Greater Cleveland and East Central Ohio, Inc. for the cost of \$571,550.00. The contract period is changed to 10/1/2012 – 9/30/2013.

2. This amendment changes the value by increasing the total contract to \$1,603,730.00. The history of the amendments is as follows:

- a. 10/1/2010-9/30/2011; Original Contract; Amount: \$440,000.00
- b. 10/1/2011-9/30/2012; Amendment #1; Amount: \$235,000.00
- c. 10/1/2011-9/30/2012; Amendment #2; Amount: \$357,180.00
- d. 10/1/2012-9/30/2013; Proposed #3; Amount: \$571,550.00

Total: \$1,603,730.0

3. The program is a vital service in the EFS Corrective Compliance Plan with the State to increase the county's work activity rate to 50%.

**B. Procurement**

- 1. The procurement method for this project was RFP #17378. The total value of the RFP was \$425,000.00.
- 2. The RFP was closed on July 9, 2010.
- 3. The proposed amendment received OPD approval to process amendment on 8/15/2012. The approval document is attached for review.

**C. Contractor and Project Information**

- 1. The address of the contractor is:

Goodwill Industries of Greater Cleveland and East Central Ohio, Inc.  
 408 Ninth Street S.W.  
 Canton, OH 44707-4799  
 Council District NA

- 2. The owner for the contractor/vendor is Ken Weber, President & CEO a Non-Profit Corp.
- 3. The contracted service is provided in Council District 07.

**D. Project Status and Planning**

- 1. The service is ongoing and recurring annually.

**E. Funding**

- 1. The project is funded 100% by Federal TANF Funding.
- 2. The schedule of payments is monthly by invoice.

**PURPOSE/OUTCOMES - PRINCIPAL OWNER(S):**

**Explanation for late submittal:**

**Contract/Agreement Information:**

**Procurement Method:**

RFP (Request for Proposal)

**Explanation for Increase/Decrease in \$ Amount for current request:**

Carry-over funds from prior period, due to staff vacancies.

**Financial Information:**

**Funding source:      Explanation:**

Federal	TANF Funding
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**Total Amount Requested:**

\$571,550.00

**ATTACHMENTS:**

Click to download

- [JOFOC Goodwill Industries Request](#)
- [JOFOC Approval RQ17378 Goodwill Industries](#)
- [Acknowledgement Form](#)

## CONTRACT EVALUATION FORM

(To be completed by user department for all contract renewals or amendments.)

<b>Contractor:</b>	Goodwill Industries of Greater Cleveland and East Central Ohio, Inc.		
<b>Contract Number:</b>	CE-1000688-01		
<b>Original Contract Amount:</b>	\$440,000.00	<b>Original Time Period:</b>	10/1/2010 - 9/30/ 2011
<b>Amended Amount:</b>	1) \$235,000.00	<b>Amended Time Period:</b>	10/1/2011 - 9/30/ 2012
	2) \$357,180.00		10/1/2011 - 9/30/2012
<b>Funding Source:</b>	TANF		

### Background

When the Personal Responsibility and Work Opportunity Reconciliation Act (PRWORA) was enacted by Congress in 1996, this "welfare reform" legislation dramatically changed the nation's welfare system into one requiring work in exchange for time limited cash assistance. Ohio's response to this legislation was the creation of the Ohio Works First (OWF) program which required cash recipients to work or be engaged in approved, structured activities between 20-35 hours per week that would ultimately result in self-sufficiency through employment. All of our County's programming efforts since the passage of this legislation focused on the overall goal of helping low income families improve their employment outcomes while attempting to meet the federal work participation rate.

One of these allowable work activities is known as unpaid work experience which is defined as an activity performed in return for cash assistance that provides an individual with an opportunity to acquire the general skills, training, knowledge, and work habits necessary to obtain employment.

Because of the intense competition for even entry-level positions in the current job market and the pervasive lack of basic "work maturity" skills among our OWF recipients, it became apparent that the development of a competency-based unpaid work experience program was needed. Since the onset of welfare reform, we have operated a variety of unpaid work experience program models in an attempt to emphasize hard and soft skill development. The goal of WEP is to allow participants to practice the workplace skills necessary to be competitive in the real world of work.

In June 2010, EFS issued an RFP that sought an organization who could support with additional staff, our existing Work Experience Program with the goal to expand the program, to enhance the development of community worksites, to improve participant tracking and reporting of attendance and progress and to ensure participants were receiving a high quality work experience.

### Service Description

- Every month, WEP staff conduct approximately 12-13 orientations to accommodate approximately 200 clients referred.
- WEP has over 260 active clients; 80% of which will remain engaged for up to three months.
- WEP staff receive and review time sheets and performance evaluations for each participant twice per month.
- New to the WEP is an Employee Assistance (EA) service for clients struggling to fulfill their WEP commitments due to family or personal issues. EA provides them with a short term intervention and resolution so the participant may more fully engage in the WEP activity.
- There are approximately 160+ WEP partners in the community offering approximately 530 positions to OWF participants. Each WEP partner is assigned a Site Manager from WEP to address issues and concerns. Each site receives at least one site visit per year.

**Staffing**

- WEP is currently staffed with 17 FTEs; 5 are EFS employees and 12 are contracted through Goodwill Industries.
- Goodwill staff work side-by-side with EFS staff to co-manage and co-implement the Work Experience Program.
- Goodwill provides supervision and personnel development to their staff.
- Goodwill also provides its' organizational resources and support to the development of the program.

**Performance Indicators**

- 95% of participants surveyed find the WEP orientation to be useful and informative.
- Nearly 85% of surveyed participants indicate they are satisfied with their WEP placement.
- In FY2012 115 participants successfully completed WEP either due to obtaining employment or determined to be employment ready.

**Rating of Overall Performance of Contractor (check one)**

Exceeding Expectations

Meeting Expectations

Not Meeting Expectations

**Justification of Rating**

In the past several months the Goodwill staff has contributed significantly not only to the day-to-day operations but in program enhancements and planning. Goodwill staff have provided valuable feedback, coordinated a geographic map analysis using WEP data with Cleveland State University, implemented the Employee Assistance aspect of Work Experience, and assisted in implementing a new time sheet and performance evaluation tracking process.

As EFS continues to move toward expanding WEP to serve significantly more OWF participants Goodwill will provide the needed staffing resources and planning assistance to make that growth possible.

Employment & Family Services  
Using Department

8/3/2012  
Date

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0200

Sponsored by: <b>County Executive FitzGerald/Fiscal Officer and Councilmember Simon</b>	<b>A Resolution</b> approving a license fee of \$20.00 for all dogs, effective 12/1/2012; and declaring the necessity that this Resolution become immediately effective.
---	--

WHEREAS, the County Kennel has been organized to perform certain duties in accordance with Ohio Revised Code Section 955.01 et seq.; and

WHEREAS, the Cuyahoga Humane Animal Control Advisory Board is established to examine all facets of animal care within the community and identifying existing needs, problems, and resources and to provide the County Council with a comprehensive plan of specific recommendations directed toward improved quality of overall care and control of dogs; and

WHEREAS, Section 955.01 of the Ohio Revised Code addresses registration fees for dogs; and

WHEREAS, by BOCC Resolution No. 082548 dated 6/5/2008, various fees for the County Kennel were approved, including a license fee of \$20.00 for all dogs, effective 12/1/2008; and

WHEREAS, by Resolution No. R2011-0344 dated 2/14/2012, County Council reaffirmed and approved a 20% reduction of the regular dog license fee for spayed and neutered dogs, effective 12/1/2011; 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 the County Animal Shelter.

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

**SECTION 1.** That County Council hereby approves a license fee of \$20.00 for all dogs.

**SECTION 2.** That said dog license fee shall be effective December 1, 2012.

**SECTION 3.** That the license fees generated shall be used for purposes of operating and maintaining the Cuyahoga County Animal Shelter.

**SECTION 4.** The Clerk of Council is hereby instructed to transmit a certified copy of this Resolution to the County Fiscal Officer.

**SECTION 5.** 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 Animal Shelter. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

**SECTION 6.** It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and any of its committees that resulted 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 \_\_\_\_\_  
\_\_\_\_\_, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0201

Sponsored by: **County Executive FitzGerald/Fiscal Officer/Office of Budget & Management**

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

**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of each class of the improvements described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is at least twenty-five years, based on the weighted average of the amounts allocated to the several classes of improvements set forth in the Fiscal Officer's Certificate, which allocation is approved, ratified and confirmed;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*"Bond proceedings"* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the

other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, *“Bond Registrar”* shall mean the successor Bond Registrar.

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

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c)



of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2037.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

“*Rule*” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“*Term Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$39,721,000 (the Bonds) to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for County offices and functions and improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the improvements, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of the temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures previously made for the improvements described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
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2013	\$ 876,000	2026	\$ 1,565,000
2014	920,000	2027	1,640,000
2015	950,000	2028	1,725,000
2016	980,000	2029	1,810,000
2017	1,005,000	2030	1,900,000
2018	1,060,000	2031	1,995,000
2019	1,110,000	2032	2,095,000
2020	1,165,000	2033	2,200,000
2021	1,225,000	2034	2,310,000
2022	1,285,000	2035	2,425,000
2023	1,350,000	2036	2,545,000
2024	1,420,000	2037	2,675,000
2025	1,490,000		

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of

those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which

provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to

mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond



Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf

of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if

any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and

expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the

County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the

County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative



discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the improvements described in Section 2 and to enter into and meet its obligations under contracts for those improvements and to reimburse amounts that may already have been advanced County funds for that purpose.



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0202

<b>Sponsored by: County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b>	<b>A Resolution</b> providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$21,350,000.00 to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving county jail, correctional and juvenile detention facilities and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto; and declaring the necessity that this Resolution become immediately effective.
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**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of each class of the improvements described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is at least twenty-five years, based on the weighted average of the amounts allocated to the several classes of improvements set forth in the Fiscal Officer's Certificate, which allocation is approved, ratified and confirmed;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*"Bond proceedings"* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the

other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, *“Bond Registrar”* shall mean the successor Bond Registrar.

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

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c)

of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

“*County Executive*” means the County Executive of the County.

“*Depository*” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“*Financial Advisor*” means PRISM Municipal Advisors, LLC.

“*Interest Payment Dates*” means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

“*Original Purchasers*” means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

“*Principal Payment Dates*” means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2037.

“*Purchase Agreement*” means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

“*Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

“*Rule*” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“*Term Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$21,350,000 (the Bonds) to provide funds to pay costs of constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving County jail, correctional and juvenile detention facilities and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the improvements, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are

appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of the temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures previously made for the improvements described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 475,000	2026	\$ 840,000
2014	495,000	2027	885,000
2015	510,000	2028	925,000
2016	525,000	2029	975,000
2017	540,000	2030	1,020,000
2018	570,000	2031	1,075,000
2019	600,000	2032	1,125,000
2020	625,000	2033	1,180,000
2021	660,000	2034	1,240,000
2022	690,000	2035	1,305,000
2023	725,000	2036	1,370,000
2024	760,000	2037	1,435,000
2025	800,000		

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.



(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or

Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of

particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized

officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any

tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and

delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that



are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the

County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative

discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the improvements described in Section 2 and to enter into and meet its obligations under contracts for those improvements and to reimburse amounts that may already have been advanced County funds for that purpose.



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0203

Sponsored by: <b>County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b>	<b>A Resolution</b> providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$1,205,000.00 to provide funds to pay costs of acquiring radios and other communications equipment, together with all necessary appurtenances, for use in carrying out functions of the sheriff's department; and declaring the necessity that this Resolution become immediately effective.
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**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of the equipment described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of the equipment described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is ten years;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*"Bond proceedings"* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*"Bond Register"* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, *“Bond Registrar”* shall mean the successor Bond Registrar.

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

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.



“*County Executive*” means the County Executive of the County.

“*Depository*” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“*Financial Advisor*” means PRISM Municipal Advisors, LLC.

“*Interest Payment Dates*” means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

“*Original Purchasers*” means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

“*Principal Payment Dates*” means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

“*Purchase Agreement*” means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

“*Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

“*Rule*” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$1,205,000 (the Bonds) to provide funds to pay costs of acquiring radios and other communications equipment, together with all necessary appurtenances, for use in carrying out functions of the Sheriff’s Department.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the equipment, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of any temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures

previously made for the equipment described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect any such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 100,000	2018	\$ 120,000
2014	105,000	2019	125,000
2015	110,000	2020	135,000
2016	110,000	2021	140,000
2017	115,000	2022	145,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory

Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar

month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or

before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor

and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this



Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same

security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

**SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal

Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the "deemed final" and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the "deemed final" and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining

whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative



discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the equipment described in Section 2 and to enter into and meet its obligations under contracts for those equipment and to reimburse amounts that may already have been advanced County funds for that purpose.

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

First Reading/Referred to Committee:

Committee(s) Assigned:

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

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0204

Sponsored by: <b>County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b>	<b>A Resolution</b> providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$880,000.00 to provide funds to pay costs of improving the county fairgrounds by acquiring, constructing and installing a wind turbine and related equipment to provide electric power to the fairgrounds; and declaring the necessity that this Resolution become immediately effective.
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**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of the improvement described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of the improvement described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is ten years;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*“Authorized Denominations”* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, *“Bond Registrar”* shall mean the successor Bond Registrar.

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

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

“*County Executive*” means the County Executive of the County.

“*Depository*” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“*Financial Advisor*” means PRISM Municipal Advisors, LLC.

“*Interest Payment Dates*” means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

“*Original Purchasers*” means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

“*Principal Payment Dates*” means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

“*Purchase Agreement*” means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

“*Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

“*Rule*” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$880,000 (the Bonds) to provide funds to pay costs of improving the County Fairgrounds by acquiring, constructing and installing a wind turbine and related equipment to provide electric power to the Fairgrounds.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the improvement, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of any temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures

previously made for the improvement described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect any such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 75,000	2018	\$ 90,000
2014	75,000	2019	95,000
2015	80,000	2020	95,000
2016	80,000	2021	100,000
2017	85,000	2022	105,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory

Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar



month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or

before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor

and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this

Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

## **SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same

security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

**SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal



Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining

whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative

discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the improvement described in Section 2 and to enter into and meet its obligations under contracts for those improvement and to reimburse amounts that may already have been advanced County funds for that purpose.

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

Yeas:

Nays:

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

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

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

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

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

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0205

Sponsored by: **County Executive  
FitzGerald/Fiscal Officer/Office  
of Budget & Management**

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

**WHEREAS**, this Council has requested that the County Fiscal Officer, as fiscal officer of the County, certify the estimated life or period of usefulness of each class of the improvements described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

**WHEREAS**, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is at least eighteen years, based on the weighted average of the amounts allocated to the several classes of improvements set forth in the Fiscal Officer's Certificate, which allocation is approved, ratified and confirmed;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*"Bond proceedings"* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*"Bond Register"* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*"Bond Registrar"* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar.

*"Book entry form"* or *"book entry system"* means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*"Certificate of Award"* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*"Closing Date"* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*"Code"* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*"Continuing Disclosure Agreement"* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure



agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2030.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“*Term Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$847,000 (the Bonds) to provide funds to pay costs of reconstructing, resurfacing and otherwise improving and equipping runways at the County Airport, together with necessary appurtenances and work incidental thereto.

Subject to the limitations set forth in this Resolution, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this resolution are subject to further specification or determination by the County Fiscal Officer in the Certificate of Award upon the finalization of the terms and provisions of the Bonds, taking into account costs and/or estimated costs of the improvements, estimated financing costs, and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued, including the reimbursement provided for herein. Proceeds in the amount of any temporary advances as certified by the County Fiscal Officer or the Director or Controller in the Office of Budget and Management are to be credited

to the funds and accounts from which temporary advances were made to reimburse them for temporary advances made to pay capital expenditures previously made for the improvements described in this Section 2, and such amount is charged against those proceeds. Immediately following the issuance of the Bonds, the appropriate officers are directed further to reflect such reimbursement, together with reimbursement of any additional amounts eligible for reimbursement under U.S. Treasury Regulations Section 1.103-18, on the appropriate accounting records of the County. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 27,000	2022	\$ 45,000
2014	35,000	2023	50,000
2015	35,000	2024	50,000
2016	35,000	2025	55,000
2017	35,000	2026	55,000
2018	40,000	2027	60,000
2019	40,000	2028	65,000
2020	40,000	2029	65,000
2021	45,000	2030	70,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal

year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year. The weighted average of the rate or rates of interest per year to be borne by the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or mandatory sinking fund redemption of those principal amounts of Bonds shall not exceed 6% per year.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which

provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to

mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond



Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf

of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if

any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and

expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other unvoted general obligation bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the

County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the

County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 8. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of

the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

**SECTION 9. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 10. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 11. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative



discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 12. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that issuance of the Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates for the financing of the improvements described in Section 2 and to enter into and meet its obligations under contracts for those improvements and to reimburse amounts that may already have been advanced County funds for that purpose.



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0206

Sponsored by: **County Executive  
FitzGerald/Fiscal Officer/Office  
of Budget & Management**

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

**WHEREAS**, pursuant to Resolution No. 043069, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), the County issued \$59,410,000 of bonds (the Original Bonds) for the purpose set forth in Section 2, as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$36,925,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the

Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 was, at the time of issuance of the original securities issued for those improvements, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2024, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*“Authorized Denominations”* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

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

*"Certificate of Award"* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*"Closing Date"* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*"Code"* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*"Continuing Disclosure Agreement"* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*"County Executive"* means the County Executive of the County.

*"Depository"* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*"Escrow Agreement"* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*"Escrow Fund"* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, *“Escrow Trustee”* shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$54,910,000 of County Building and Facilities Bonds, Series 2004, issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043069, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2024.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$36,925,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$36,925,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for County

offices and functions, and acquiring, improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and their determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2024. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which



interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 2,460,000	2019	\$ 3,070,000
2014	2,545,000	2020	3,225,000
2015	2,625,000	2021	3,385,000
2016	2,705,000	2022	3,555,000
2017	2,785,000	2023	3,730,000
2018	2,925,000	2024	3,915,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and

the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which

provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to

mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond

Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf

of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if

any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and



expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the

County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the

County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and

interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the

Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and

collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf

of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

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

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative



discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that the refunding of the Refunded Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates.

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

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

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0207

Sponsored by: **County Executive  
FitzGerald/Fiscal Officer/Office  
of Budget & Management**

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

**WHEREAS**, pursuant to Resolution No. 043070, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), the County issued \$16,205,000 of bonds (the Original Bonds) for the purpose set forth in Section 2, as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$8,975,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the

Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 was, at the time of issuance of the original securities issued for those improvements, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2022, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*“Authorized Denominations”* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

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

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, *“Escrow Trustee”* shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$16,205,000 of County Correctional and Detention Facilities Improvement Bonds, Series 2004, issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043070, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$8,975,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$8,975,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving County jail, correctional and juvenile detention

facilities and acquiring and improving sites for those facilities, in each case together with all necessary appurtenances and work incidental thereto, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and their determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2022. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which



interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 755,000	2018	\$ 895,000
2014	780,000	2019	940,000
2015	805,000	2020	990,000
2016	830,000	2021	1,035,000
2017	855,000	2022	1,090,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and

the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which

provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to

mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond

Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf

of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the 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 County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and



expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the

County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the

County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and

interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the

Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and

collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf

of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

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

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative



discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that the refunding of the Refunded Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates.

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

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

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0208

Sponsored by: **County Executive  
FitzGerald/Fiscal Officer/Office  
of Budget & Management**

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

**WHEREAS**, the County and the Village of Orange Village (the Village) entered into an Agreement dated February 23, 1999, as amended (the Cooperative Agreement), pursuant to which the County agreed to cooperate in providing certain public improvements in a developing area of the Village (the Improvements) and to construct certain of the Improvements on behalf of the Village; and

**WHEREAS**, pursuant to Resolution No. 001111, adopted on March 14, 2000, the County issued its \$1,820,000 Capital Improvement Notes, Series 2000 (Orange Place Extension Project), dated April 19, 2000, in anticipation of bonds for the purpose stated in Section 2, which notes were retired at maturity with the proceeds of the County's \$1,820,000 Capital Improvement Notes, Series 2001 (Orange Place Extension Project), dated April 19, 2001, issued pursuant to Resolution No. 0110142, adopted on March 27, 2001, which notes were retired at maturity with the proceeds of the County's \$2,440,000 Capital Improvement Notes, Series 2001 (Orange Place Extension Project) issued pursuant to Resolution No. 013568, adopted on September 19, 2001, as a part of a

consolidated issue of \$2,700,000 Various Purpose Notes, Series 2001, dated October 2, 2001, which notes were retired at maturity with the proceeds of the County's \$2,440,000 Capital Improvement Notes, Series 2002 (Orange Place Extension Project) issued pursuant to Resolution No. 023060, adopted on July 30, 2002, as a part of a consolidated issue of \$3,595,000 Capital Improvement Notes, Series 2002, dated September 17, 2002, which notes were retired at maturity with the proceeds of the County's \$2,440,000 Capital Improvement Notes, Series 2003 (Orange Place Extension Project), issued in anticipation of bonds pursuant to Resolution No. 033369, adopted on August 19, 2003, as a part of a consolidated issue of \$8,550,000 Capital Improvement Notes, Series 2003, dated September 17, 2003, which notes were retired at maturity with the proceeds of \$1,711,000 of bonds (the Original Bonds) issued pursuant to Resolution No. 043065, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$1,065,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 was, at the time of issuance of the original securities issued for those improvements, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2024, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

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

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, “Escrow Trustee” shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$1,711,000 of Capital Improvement Bonds, Series 2004 (Orange Place Extension Project), issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043065, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2024.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$1,065,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$1,065,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds to pay the County’s portion of the cost of improving Orange Place, in cooperation with the Village of Orange Village, by grading, draining, curbing, paving and constructing sidewalks, storm and sanitary sewers and water lines, in each case together with the necessary appurtenances and work incidental thereto, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and their determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2024. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The



aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 70,000	2019	\$ 90,000
2014	75,000	2020	95,000
2015	75,000	2021	95,000
2016	80,000	2022	100,000
2017	80,000	2023	105,000
2018	85,000	2024	115,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal

amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date

shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after

December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for

redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested

by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

#### **SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is

registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.



(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price

not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except

for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County,

the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds

that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall

be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of

the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded

from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.



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

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that the refunding of the Refunded Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates.

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

First Reading/Referred to Committee:

Committee(s) Assigned:

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

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0209

<p>Sponsored by: <b>County Executive FitzGerald/Fiscal Officer/ Office of Budget &amp; Management</b></p>	<p><b>A Resolution</b> providing for the issuance and sale of bonds in a maximum aggregate principal amount of \$440,000.00 to advance refund at a lower interest cost all or a portion of the \$440,000.00 of the county's outstanding sewer district improvement bonds, series 2004 (County Improvement No. 1460, Phase I), that are stated to mature on December 1 in each of the years from 2015 through 2022, all of which were issued as a part of a consolidated issue of capital improvement bonds, series 2004, dated as of September 15, 2004, to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Improvement No. 1460, Phase I, being water lines in five roads in County Sewer District No. 14 in Olmsted Township; and declaring the necessity that this Resolution become immediately effective.</p>
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**WHEREAS**, the County's Board of County Commissioners previously, by proper legislation, declared the necessity of constructing the improvement described in Section 2 (the Improvement), determined to proceed therewith, caused the construction of the Improvement to be completed and levied special assessments for the Improvement; and

**WHEREAS**, pursuant to Resolution No. 002409, adopted on June 13, 2000, the County issued \$1,061,000 of notes, in anticipation of bonds for the Improvement, as a part of its consolidated issue of \$5,560,000 Olmsted Township General Obligation Bond Anticipation Notes, Series 2000, dated July 28, 2000, which notes were retired at maturity with the proceeds of \$1,111,000 of notes, issued in anticipation of bonds pursuant to Resolution No. 0121147, adopted on June 19, 2001, as a part of the County's consolidated issue of \$5,845,000 Olmsted Township General Obligation Bond Anticipation Notes, Series 2001, dated July 26, 2001, which notes were retired at maturity with the proceeds of \$1,148,000 of notes, issued in anticipation of bonds pursuant to Resolution No. 022454, adopted on June 18, 2002, as a part of the County's

consolidated issue of \$6,040,000 Olmsted Township General Obligation Bond Anticipation Notes, Series 2002, dated July 25, 2002, which notes were retired at maturity with funds available to the County and the proceeds of \$971,100 of notes, issued in anticipation of bonds pursuant to Resolution No. 023640, adopted on September 3, 2002, as a part of the County's consolidated issue of \$3,595,000 Capital Improvement Notes, Series 2002, dated September 17, 2002, which notes were retired at maturity with funds available to the County and the proceeds of \$860,000 of notes, issued in anticipation of bonds pursuant to Resolution No. 033372, adopted on August 19, 2003, as a part of the County's consolidated issue of \$8,550,000 Capital Improvement Notes, Series 2003, dated September 17, 2003, which notes were retired at maturity with the proceeds of \$793,700 of bonds (the Original Bonds) issued pursuant to Resolution No. 043066, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$440,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of the Improvement described in Section 2 was, at the time of issuance of the original securities issued for the Improvement, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2022, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

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

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, “Escrow Trustee” shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$793,700 of Sewer District Improvement Bonds, Series 2004 (County Improvement No. 1460, Phase I), issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043066, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$440,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.



*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$440,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners’ portion of the cost of constructing County Improvement No. 1460, Phase I, being water lines in five roads in County Sewer District No. 14 in Olmsted Township, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and their determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2022. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The

aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 35,000	2018	\$ 45,000
2014	40,000	2019	45,000
2015	40,000	2020	50,000
2016	40,000	2021	50,000
2017	40,000	2022	55,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory

Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in

any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to

be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called

shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed

in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the

County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the



Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to

receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the "deemed final" and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the "deemed final" and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data,

audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or

required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The

County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1

following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the

purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. All special assessments collected for the Improvement shall be used for the payment of the debt charges on the Bonds until paid in full and shall be used for no other purpose. In each year to the extent the income from the levy of the special assessments for the Improvement is available for the payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not



take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

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

respect to those issues as they are authorized in this Section to take with respect to the Bonds.

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting



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

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0210

Sponsored by: **County Executive FitzGerald/Fiscal Officer/Office of Budget & Management**

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

**WHEREAS**, the County's Board of County Commissioners previously, by proper legislation, declared the necessity of constructing the improvement described in Section 2 (the Improvement), determined to proceed therewith, caused the construction of the Improvement to be completed and levied special assessments for the Improvement; and

**WHEREAS**, pursuant to Resolution No. 043068, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), the County issued \$137,600 of bonds (the Original Bonds) to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing the Improvement, as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$90,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the “Refunded Bonds”), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of the Improvement was, at the time of issuance of the original securities issued for the Improvement, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2024, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

“*Authorized Denominations*” means the denomination of \$1,000 or any whole multiple thereof.

“*Bond proceedings*” means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

“*Bond Register*” means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

“*Bond Registrar*” means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

“*Book entry form*” or “*book entry system*” means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest

on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and retained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

*"Certificate of Award"* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*"Closing Date"* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*"Code"* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*"Continuing Disclosure Agreement"* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*"County Executive"* means the County Executive of the County.

*"Depository"* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, “Escrow Trustee” shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$137,600 of Sewer District Improvement Bonds, Series 2004 (County Improvement No. 1460, Phase II), issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Bond Legislation”* means, collectively, Resolution No. 043068, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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



*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2024.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$90,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2024 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

*“Serial Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

*“Term Bonds”* means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections,

subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$90,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners' portion of the cost of constructing County Improvement No. 1460, Phase II, a 12-inch waterline and appurtenances in Sharp Road from Sprague Road to Schady Road, in County Sewer District No. 14 in Olmsted Township, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and their determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2024. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 5,000	2019	\$ 10,000
2014	5,000	2020	10,000
2015	5,000	2021	10,000
2016	5,000	2022	10,000
2017	5,000	2023	10,000
2018	5,000	2024	10,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on

each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of

the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds

stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for

redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as

aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive



evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

**SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and

deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners

by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the

form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as

described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the

payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The County Fiscal Officer is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the County Fiscal Officer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of

facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution.



The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. All special assessments collected for the Improvement shall be used for the payment of the debt charges on the Bonds until paid in full and shall be used for no other purpose. In each year to the extent the income from the levy of the special assessments for the Improvement is available for the payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws,

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

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

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt

charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0211

Sponsored by: **County Executive  
FitzGerald/Fiscal Officer/Office  
of Budget & Management**

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

**WHEREAS**, the County's Board of County Commissioners previously, by proper legislation, declared the necessity of constructing the improvement described in Section 2 (the Improvement), determined to proceed therewith, caused the construction of the Improvement to be completed and levied special assessments for the Improvement; and

**WHEREAS**, pursuant to Resolution No. 002213, adopted on May 30, 2000, the County issued its \$260,000 Sewer District Improvement Notes, Series 2000 (County Sewer District No. 23, County Water Improvement No. 2300), dated July 13, 2000, in anticipation of bonds for the Improvement, which notes were retired at maturity with the proceeds of the County's \$260,000 Sewer District Improvement Notes, Series 2001 (County Sewer District No. 23, County Water Improvement No. 2300), dated July 10, 2001, issued in anticipation of bonds pursuant to Resolution No. 0121148, adopted on June 19, 2001, which notes were retired at maturity with the proceeds of the County's \$260,000 Sewer District Improvement Notes, Series 2001 (County Sewer District No. 23, County Water Improvement No. 2300) (the Outstanding Notes), issued in anticipation of bonds pursuant to Resolution No. 013567, adopted on September 19, 2001, as a part of a consolidated issue of \$2,700,000 Various Purpose Notes, Series 2001, dated October 2,

2001, which notes were retired at maturity with the proceeds of the County's \$237,900 Sewer District Improvement Notes, Series 2002 (County Sewer District No. 23, County Water Improvement No. 2300), issued in anticipation of bonds pursuant to Resolution No. 023641, adopted on September 3, 2002, as a part of a consolidated issue of \$3,595,000 Capital Improvement Notes, Series 2002, dated September 17, 2002, which notes were retired at maturity with the proceeds of the County's \$222,000 Sewer District Improvement Notes, Series 2003 (County Sewer District No. 23, County Water Improvement No. 2300), issued in anticipation of bonds pursuant to Resolution No. 033373, adopted on August 19, 2003, as a part of a consolidated issue of \$8,550,000 Capital Improvement Notes, Series 2003, dated September 17, 2003, which notes were retired at maturity with the proceeds of \$204,700 of bonds (the Original Bonds) issued pursuant to Resolution No. 043067, adopted by the County's Board of County Commissioners on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board (collectively, the Original Bond Legislation), as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004; and

**WHEREAS**, this Council finds and determines that it is in the best interest of the County (i) to refund at a lower interest cost all or a portion of the \$110,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 (those Original Bonds to be refunded, to be finally determined and specified by the County Fiscal Officer at the time of the sale of the Bonds as set forth in Section 2, being hereinafter collectively referred to as the "Refunded Bonds"), (ii) to exercise its option to call all of the Refunded Bonds for redemption on December 1, 2014, the earliest optional redemption date for the Original Bonds, and (iii) to issue the Bonds described in Section 2 to provide the funds sufficient, together with other funds available to the County for that purpose, to provide for that refunding and call; and

**WHEREAS**, the County Fiscal Officer, as fiscal officer of this County, has certified to this Council that the estimated life or period of usefulness of the Improvement was, at the time of issuance of the original securities issued for the Improvement, at least five years and that the maximum maturity of the Bonds, is not earlier than December 1, 2022, which is the final maturity date for the Original Bonds;

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

**SECTION 1. Definitions and Interpretations.** In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

*"Authorized Denominations"* means the denomination of \$1,000 or any whole multiple thereof.

*“Bond proceedings”* means, collectively, this Resolution, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement and the other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

*“Bond Register”* means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

*“Bond Registrar”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement and until a successor Bond Registrar shall have become such pursuant to the provisions of the Registrar Agreement and, thereafter, “Bond Registrar” shall mean the successor Bond Registrar.

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

*“Certificate of Award”* means the certificate authorized to be signed by the County Fiscal Officer pursuant to subsection (a) of Section 6, specifying and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

*“Closing Date”* means the date of physical delivery of, and payment of the purchase price for, the Bonds.

*“Code”* means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

*“Continuing Disclosure Agreement”* means the agreement authorized to be signed by the County Executive and the County Fiscal Officer pursuant to subsection (c) of Section 6, to be substantially in the form now on file in the office of the Clerk of Council and which, together with the agreements of the County set forth in that subsection and the Bonds, shall constitute the continuing disclosure agreement made by the County for the benefit of holders and beneficial owners of the Bonds in accordance with the Rule.

*“County Executive”* means the County Executive of the County.

*“Depository”* means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

*“Escrow Agreement”* means the Escrow Agreement between the County and the Escrow Trustee, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 8 of this Resolution.

*“Escrow Fund”* means the Escrow Fund established pursuant to Section 9 of this Resolution.

*“Escrow Trustee”* means The Bank of New York Trust Company, N.A., Cleveland, Ohio, as the initial escrow agent with respect to the Refunded Bonds under the Escrow Agreement and until a successor Escrow Trustee shall have become such pursuant to the provisions of the Escrow Agreement and, thereafter, “Escrow Trustee” shall mean the successor Escrow Trustee.

*“Financial Advisor”* means PRISM Municipal Advisors, LLC.

*“Interest Payment Dates”* means June 1 and December 1 of each year during which the Bonds are outstanding, commencing June 1, 2013, or such other date not later than December 1, 2013, as may be determined by the County Fiscal Officer and specified in the Certificate of Award.

*“Original Bonds”* means the County’s \$204,700 of Sewer District Improvement Bonds, Series 2004 (County Improvement No. 1460, Phase II), issued pursuant to the Original Bond Legislation as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.



*“Original Bond Legislation”* means, collectively, Resolution No. 043067, adopted by the County’s Board of County Commissioners Board on August 17, 2004, and the related certificate of award dated September 2, 2004, signed by the President of that Board, authorizing and providing for the issuance and sale of the Original Bonds as a part of a consolidated issue of \$84,490,000 Capital Improvement Bonds, Series 2004, dated as of September 15, 2004.

*“Original Purchasers”* means, collectively, Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri, KeyBanc Capital Markets Inc., Cleveland, Ohio, and Loop Capital Markets LLC, Cleveland, Ohio.

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

*“Principal Payment Dates”* means, unless otherwise determined by the County Fiscal Officer and specified in the Certificate of Award, December 1 in each of the years from and including 2013 to and including 2022.

*“Purchase Agreement”* means the Bond Purchase Agreement between the County and the Original Purchasers, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 6.

*“Refunded Bonds”* means the portion of the \$110,000 of the Original Bonds now outstanding that are stated to mature on December 1 in each of the years 2015 through 2022 that is to be refunded by the Bonds, as determined by the County Fiscal Officer and specified in the Certificate of Award at the time of the sale of the Bonds in accordance with Section 2, and may include all of those Original Bonds.

*“Registrar Agreement”* means the Bond Registrar Agreement between the County and the Bond Registrar, as it may be modified from the form on file with the Clerk of Council and signed by the County Executive and the County Fiscal Officer in accordance with Section 4.

*“Rule”* means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

*“SEC”* means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“*Term Bonds*” means those Bonds designated as such in the Certificate of Award, maturing on the date or dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

Any reference to this Council, the County or to its members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this resolution unless otherwise indicated.

**SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds.** It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$110,000 (the Bonds) to advance refund at a lower interest cost the Refunded Bonds, which Refunded Bonds were issued to provide funds, in anticipation of the collection of special assessments theretofore levied, to pay the property owners’ portion of the cost of constructing County Water Improvement No. 2300 in County Sewer District No. 23 in Chagrin Falls Township, and to pay expenses related to that refunding and to the issuance of the Bonds.

As set forth in the preambles, subject to applicable federal tax law requirements and limitations and based on market conditions at the time of the sale of the Bonds and their determination of the best interest of and financial advantages to the County, the County Fiscal Officer shall determine, and shall specify in the Certificate of Award, the Original Bonds to be refunded (the Refunded Bonds), which may include all or a portion of the outstanding Original Bonds stated to mature on December 1 in each of the years from 2015 through 2022. Subject to the limitations set forth in this Resolution, the County Fiscal Officer shall also determine and specify in the Certificate of Award the aggregate principal amount of the Bonds to be issued, the principal maturities of and principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this Resolution upon the finalization of the terms and provisions of the Bonds. The aggregate principal amount of Bonds to be issued, as so specified in the

Certificate of Award, shall be the amount determined by the County Fiscal Officer to be necessary, taking into account any premium above or discount from the aggregate principal amount of the Bonds at which they are sold to the Original Purchasers and other funds available for the purpose, to carry out the purpose for which the Bonds are to be issued in a manner consistent with the agreements and covenants of the County set forth in the Original Bond Legislation, the Refunded Bonds and this Resolution.

**SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.** The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. Unless otherwise specified by the County Fiscal Officer in the Certificate of Award, the Bonds shall be dated as of the Closing Date.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360 day year consisting of twelve 30-day months), not exceeding 10% per year for any stated maturity, as shall be specified by the County Fiscal Officer (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2013	\$ 10,000	2018	\$ 10,000
2014	10,000	2019	10,000
2015	10,000	2020	10,000
2016	10,000	2021	15,000
2017	10,000	2022	15,000

; provided that, subject to the limitations set forth in Sections 1 and 2 and this Section 3, the principal amount of Bonds maturing or subject to Mandatory Sinking Fund Redemption Requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the County Fiscal Officer in the Certificate of Award, consistently with his determination of the best interest of and financial advantages to the County.

Consistently with the foregoing and in accordance with his determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the County, the County Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, and (iii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date, shall be such as to demonstrate net present value savings to the County due to the refunding of the Refunded Bonds in an amount not less than 3.0% of the principal amount of the Refunded Bonds, after taking into account all expenses related to that refunding and the issuance of the Bonds..

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated corporate trust office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the County in connection with the book entry system.

The County reserves the right to order the Bond Registrar to return to it any money held by the Bond Registrar for the payment of (i) checks or drafts for the payment of interest on the Bonds or (ii) principal of or premium on Bonds, which checks, drafts or Bonds have not been presented for payment within four years following the date on which payment of the interest or principal represented thereby came due. Thereafter, the registered owners shall look only to the County for payment of the interest and principal represented by those checks, drafts and Bonds.

(e) Redemption Provisions. Except as may be otherwise specified by the County Fiscal Officer in the Certificate of Award consistently with his determination of the best interest of and financial advantages to the County, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of

Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the County, as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding any Mandatory Redemption Date with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the County Auditor, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate. If the certificate is not timely furnished to the Bond Registrar, the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the County Fiscal Officer, also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the County Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bear interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2021 shall be subject to redemption, by and at the sole option of the County, either in whole or in part, in integral multiples of \$5,000, on any date on or after

December 1, 2020, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the County Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and of each interest rate within a maturity) of Bonds to be redeemed and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the County. If fewer than all of the Bonds of a single maturity and interest rate are to be redeemed, the selection of Bonds of that maturity and rate to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for

redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the County to the extent not required for the payment of the Bonds called for redemption..

**SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.** The Bonds shall be signed by the County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested



by the Original Purchasers and approved by the County Fiscal Officer, shall be numbered as determined by the County Fiscal Officer in order to distinguish each Bond from any other Bond, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Bank of New York Trust Company, N.A., Cleveland, Ohio, is appointed to act as the initial Bond Registrar. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Registrar Agreement between the County and the Bond Registrar, in substantially the form as is now on file with the Clerk of this Board. The Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments thereto. The County Fiscal Officer shall provide for payment of services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement, except to the extent paid or reimbursed by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the County Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

#### **SECTION 5. Registration; Transfer And Exchange; Book Entry System.**

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep the Bond Register at its designated corporate trust office. Subject to the provisions of subsection (d) of Section 3 and subsection (c) of Section 6, the person in whose name a Bond is

registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the designated corporate trust office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the designated corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. Notwithstanding any other provisions of this Resolution, if the County Fiscal Officer determines and specifies in the Certificate of Award that it is in the best interest of and financially advantageous to the County, the Bonds may be issued in book entry form in accordance with the following provisions of this Section.

The Bonds may be issued to a Depository for use in a book entry system and, if and so long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and interest rate within a maturity and registered in the name of the Depository or its nominee, as registered owner, and deposited with and retained in the custody of the Depository or its designated agent which may be the Bond Registrar; (ii) the book entry interest owners of Bonds in book entry form shall not have any right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the County Fiscal Officer may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Fiscal Officer does not or is unable to do so, the County Fiscal Officer, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause Bond certificates in registered form to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Fiscal Officer is hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that he determines to be necessary in connection with a book entry system for the Bonds.

#### **SECTION 6. Sale of the Bonds.**

(a) To the Original Purchasers. The Bonds shall be awarded and sold by the County Fiscal Officer to the Original Purchasers at private sale at a purchase price

not less than 97% of the aggregate principal amount thereof plus accrued interest on the Bonds from their date to the Closing Date, as shall be determined by the County Fiscal Officer and specified in the Certificate of Award, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Certificate of Award, in accordance with law, the provisions of this Resolution and the Purchase Agreement. The County Fiscal Officer is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated issue if appropriate and consistent with the terms of this Resolution.

The County Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchasers upon payment of the purchase price. The County Executive, the County Fiscal Officer, the Prosecuting Attorney, the Assistant Prosecuting Attorney/Chief of the Civil Division, the Clerk of Council and other County officials, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Purchase Agreement between the County and the Original Purchasers, in substantially the form as is now on file with the Clerk of Council, providing for the sale of the Bonds to, and the purchase of the Bonds by, the Original Purchasers. The Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Purchase Agreement or amendments thereto.

(b) Primary Offering Disclosure; Official Statement. The County Executive and the County Fiscal Officer, in the name and on behalf of the County and in their official capacities, are authorized and directed to (i) prepare or cause to be prepared, and to make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement in connection with the original issuance of the Bonds, (ii) determine, and to certify or otherwise represent, when the official statement is to be "deemed final" (except

for permitted omissions) by the County as of its date or is a final official statement for purposes of the Rule, (iii) use and distribute, or authorize the use and distribution of, the “deemed final” and final official statements and any supplements thereto in connection with the original issuance of the Bonds, and (iv) complete and sign the final official statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the “deemed final” and final official statements as they deem necessary and appropriate.

(c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Executive and the County Fiscal Officer are authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of Council. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement.

The County Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the bond counsel or other qualified independent special counsel selected by the County. The County Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Application for Ratings or Bond Insurance and Retention of Financial Advisor. If, in the judgment of the County Executive or the County Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies and/or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County,

the County Executive and the County Fiscal Officer are each authorized to prepare and submit those applications, or to cause them to be prepared and submitted. The County Executive and the County Fiscal Officer are each also authorized to provide, or cause to be provided, to each such agency or company such information as may be required for the purpose and, if it is, in their judgment, in the best interest of and financially advantageous to the County, to accept a commitment for insurance issued by a nationally recognized municipal bond insurance company insuring the payment when due of the principal of and interest on all or any portion of the Bonds. The County Executive and the County Fiscal Officer are further authorized to enter into any agreements, on behalf of and in the name of the County, that they determine to be necessary or required to obtain such ratings or insurance and take such other actions as may be required for the purpose.

PRISM Municipal Advisors, LLC is hereby retained as financial advisor to the County to provide financial advice and otherwise assist the County in connection with the original issuance of the Bonds in accordance with the terms set forth in its proposal to provide those services, and the County Executive is authorized to enter into any agreement, on behalf of and in the name of the County, that he determines to be necessary or appropriate in connection with that retention.

The expenditure of the amounts necessary to secure those ratings and services and any such policy and to pay the other financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds, to the extent not paid by the Original Purchasers in accordance with the Purchase Agreement, is authorized and approved, and the County Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

**SECTION 7. Refunding; Call of Refunded Bonds.** This Council determines that it is in the best interest of the County to refund the Refunded Bonds and to redeem the Refunded Bonds by optional redemption on December 1, 2014. The Treasurer of this Board is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., ultimate successor to J.P. Morgan Trust Company, National Association, as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, on or promptly after the Closing Date, written notice of that call for redemption, and the Refunded Bonds shall be redeemed in accordance with the provisions of this Resolution, the Refunded Bonds, the Original Bond Legislation and the Escrow Agreement. The County covenants for the benefit of the holders of the Refunded Bonds and of the

Bonds that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

**Section 8. Escrow Trustee.** The Bank of New York Mellon Trust Company, N.A., Cleveland, Ohio, is authorized and appointed to act as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The County Executive and the County Fiscal Officer shall sign and deliver, in the name and on behalf of the County and in their official capacities, the Escrow Agreement, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Executive and the County Fiscal Officer on behalf of the County, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

**Section 9. Escrow Fund.** There is created under the Escrow Agreement a trust fund designated the "County of Cuyahoga Refunded 2004 Bonds Escrow Fund" that shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The County Fiscal Officer is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for that purpose, and (ii) proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the County Fiscal Officer, in the amount required, together with the funds referred to in (i), to provide for the defeasance of the Refunded Bonds. The funds and proceeds so paid to the Escrow Trustee are appropriated and shall

be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without further investment or reinvestment, for the payment of (i) interest when due on the Refunded Bonds on each June 1 and December 1 following the date of issuance of the Bonds through and including December 1, 2014, and (ii) the principal of the Refunded Bonds upon their redemption by optional redemption on December 1, 2014, as provided in the Escrow Agreement.

If U.S. Treasury Securities -- State and Local Government Series are to be purchased for the Escrow Fund, the County Fiscal Officer, the Escrow Trustee and the Financial Advisor, or any of them individually, are hereby specifically authorized to file, on behalf of the County, subscriptions for the purchase and issuance of those U.S. Treasury Securities - State and Local Government Series. If, in the judgment of the County Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to this County, the Treasurer or any other officer of the County, on behalf of the County and in his official capacity, may purchase and deliver such obligations, engage the services of a financial advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the Original Purchasers in accordance with the Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. Any actions heretofore taken by any of those officers in connection with the foregoing are hereby ratified and approved.

If the County determines to fund or refund other outstanding unvoted general obligation bonds (collectively, the Other Refunded Obligations) contemporaneously with the refunding of the Refunded Bonds, the proceeds from the sale of bonds and other funds necessary and sufficient for that purpose may be deposited in the Escrow Fund and commingled and invested with the proceeds of



the Bonds and other funds necessary and sufficient for the refunding of the Refunded Bonds. In that event, the Escrow Fund shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and the Other Refunded Obligations and pledged to the payment of principal of and interest and any redemption premium on the Refunded Bonds and the Other Refunded Obligations.

**Section 10. Application of Proceeds.** The proceeds from the sale of the Bonds shall be applied as follows: (i) proceeds in the amount required, together with any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds determined by the County Fiscal Officer to be applied for the purpose, to provide for the defeasance of the Refunded Bonds shall be paid into the Escrow Fund as provided in Section 9, (ii) any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the County Fiscal Officer, shall be paid into the proper fund or funds and (iii) any proceeds representing accrued interest and any other remaining proceeds shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

**Section 11. Provisions for Tax Levy.** There shall be levied on all the taxable property in the County, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. All special assessments collected for the Improvement shall be used for the payment of the debt charges on the Bonds until paid in full and shall be used for no other purpose. In each year to the extent the income from the levy of the special assessments for the Improvement is available for the payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

**SECTION 12. Federal Tax Considerations.** The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Fiscal Officer, as fiscal officer, or any other officer of the County having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts,

circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the Bonds and interest thereon.

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

**SECTION 13. Certification and Delivery of Resolution and Certificate of Award.** The Clerk of Council is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the County Fiscal Officer as soon as both are available.

**SECTION 14. Satisfaction of Conditions for Bond Issuance.** This Council determines that all acts and conditions necessary to be performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County of Cuyahoga have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 11) of the County are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**SECTION 15. Retention of Bond Counsel.** The legal services of Squire Sanders (US) LLP, as bond counsel, be and are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the County or any other political subdivision, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering

those legal services and in paying other financing costs in connection with the Bonds at the direction of the County.

The Clerk of Council is authorized and directed to transmit a certified copy of this Resolution to the Prosecuting Attorney of the County, and this Council joins and shall join with the Prosecuting Attorney in any further required application or proceedings in connection with the retention of such legal services. The County Fiscal Officer is authorized, on behalf of the County and in his official capacity, to enter into a contract with that firm in a form approved by the Prosecuting Attorney (or on behalf of the Prosecuting Attorney by the Assistant Prosecuting Attorney, Chief of the Civil Division) upon the completion of any further required proceedings. The amount necessary to make those payments, to the extent not paid by the Original Purchasers pursuant to the Purchase Agreement, is hereby appropriated from the improvement fund, and the County Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue appropriate orders for their timely payment as written statements are submitted by the firm.

**SECTION 16. Open Meeting.** This Council hereby finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Council and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with all legal requirements including Section 121.22, Ohio Revised Code.

**SECTION 13. Effective Date.** This Resolution shall be in full force and effect immediately upon the signature of the County Executive, provided this Resolution receives the affirmative vote of eight members elected to Council. It is hereby determined to be necessary that this Resolution become immediately effective in order that the refunding of the Refunded Bonds may proceed in a timely manner to enable the County to take advantage of current favorable market interest rates.

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

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

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0174

<b>Sponsored by: County Executive FitzGerald/Department of Development</b>	<b>A Resolution</b> authorizing an Economic Development Loan in the amount not-to-exceed \$566,312.00 to NSL Analytical Services, Inc. for purchase of test equipment for a facility located at 4535 Renaissance Parkway, Warrensville Heights; authorizing the Deputy Chief of Staff of Development or Director of Development to execute all documents consistent with said loan and this Resolution.
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WHEREAS, the Department of Development has recommended an economic development loan in the amount not-to-exceed \$566,312.00 to NSL Analytical Services, Inc. for purchase of test equipment for a facility located at 4535 Renaissance Parkway, Warrensville Heights, Ohio; and

WHEREAS, the purpose of the loan is to assist NSL Service, Inc. for the purchase of test equipment for its newly renovated 11,000 square feet testing facility located at 4535 Renaissance Parkway, Warrensville Heights, Ohio 44128; and

WHEREAS, this project will create nineteen (19) new jobs; and

WHEREAS, the total cost of this project is \$1,573,090.00 of which the County will loan 566,312.00 or thirty-six (36%) percent with a term of ten (10) years at an interest rate of two percent (2%); and

WHEREAS, the proposed loan may be funded by Federal Community Development Block Grant (Department of Housing and Urban Development) and will be disbursed at the loan closing; and

WHEREAS, the loan payments will be fully amortized over ten (10) years at the two (2%) percent interest rate; and

WHEREAS, the location of the project is 4535 Renaissance Parkway, Warrensville Heights, Ohio 44128, in Council District 9, C. Ellen Connally, Council President.

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

**SECTION 1.** The County Council hereby approves of and authorizes an economic development loan in the amount not-to-exceed \$566,312.00 to NSL Analytical Services, Inc. for purchase of test equipment for a facility located at 4535 Renaissance Parkway, Warrensville Heights, Ohio.

**SECTION 2.** That the Deputy Chief of Staff of Development or Director of Development is authorized to execute all documents required in connection with said loan agreement on behalf 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

First Reading/Referred to Committee: August 28, 2012  
Committee(s) Assigned: Economic Development & Planning

Second Reading: September 25, 2012

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

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0182

Sponsored by: <b>County Executive FitzGerald/Fiscal Officer/Office of Budget &amp; Management</b>	<b>A Resolution</b> accepting the rates as determined by the Budget Commission; authorizing the necessary tax levies and certifying them to the County Fiscal Officer; and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the County Council of Cuyahoga County, Ohio, met in regular session on the 11th of September, 2012; and,

WHEREAS, this County Council, in accordance with the provision of law has previously adopted a Tax Budget for the next succeeding fiscal year commencing January 1, 2013; and,

WHEREAS, the Budget Commission of Cuyahoga County, Ohio, has certified its action thereon to this Council together with an estimate of the County Fiscal Officer of the rate of each tax necessary to be levied by this Council, and what part thereof is without, and what part within, the ten mill tax limitation; 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 rates as determined by the Budget Commission in its certification be, and the same are, hereby accepted.

**SECTION 2.** That there be, and is, hereby levied on the tax duplicate of said County, the rate of each tax necessary to be levied within and without the ten mill limitation as follows:

**SCHEDULE A  
SUMMARY OF AMOUNT REQUIRED FROM GENERAL PROPERTY TAX  
APPROVED BY BUDGET COMMISSION AND COUNTY FISCAL  
OFFICER'S ESTIMATE OF TAX RATES**



**County Fiscal Officer's Estimate of  
Tax Rate to be Levied**

<b>Tax Levy</b>	<b>Inside 10 Mill Limit</b>	<b>Outside 10 Mill Limit</b>
General Fund	<b>0.43</b>	<b>0</b>
General Fund – Bond Retirement	<b>1.02</b>	<b>0.17</b>
Health & Human Services	<b>0</b>	<b>2.90</b>
Board of Developmental Disabilities	<b>0</b>	<b>3.90</b>
Health & Welfare	<b>0</b>	<b>4.80</b>
County Library	<b>0</b>	<b>2.50</b>
	<b>1.45</b>	<b>14.27</b>

**SECTION 3.** That the Clerk of Council be, and she is, hereby instructed to transmit a certified copy of this Resolution to the County Fiscal Officer; one copy to the County Budget Commission and the Director, Office of Budget & Management.

**SECTION 4.** It is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue, and to continue the usual and daily operation of a County entity. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

**SECTION 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

First Reading/Referred to Committee: September 11, 2012  
Committee(s) Assigned: Finance & Budgeting

Journal CC007  
September 25, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0183

<p>Sponsored by: <b>County Executive FitzGerald/Department of Public Works/Division of County Engineer</b></p>	<p><b>A Resolution</b> declaring that public convenience and welfare requires repair and resurfacing of Harvard Avenue from Newburgh Heights West Corporation Line to East 54<sup>th</sup> Street in the Village of Newburgh Heights; total estimated construction cost \$650,000.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into an agreement of cooperation with said municipality in connection with said project.</p>
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WHEREAS, the County Executive FitzGerald/Department of Public Works/Division of County Engineer has recommended that public convenience and welfare requires the repair and resurfacing of Harvard Avenue from Newburgh Heights West Corporation Line to East 54<sup>th</sup> Street in the Village of Newburgh Heights; total estimated construction cost \$650,000.00; and

WHEREAS, the anticipated construction cost for the repair and resurfacing is \$650,000.00; and

WHEREAS, that special assessments are not to be levied nor collected to pay for any part of the County's costs of this improvement; and

WHEREAS, this projects will be funded 100% with the County's Road and Bridge Fund; and

WHEREAS, the primary goal of this project is to properly maintain the County's infrastructure for which the County is responsible; and

WHEREAS, the location of the project is Harvard Avenue from Newburgh Heights West Corporation Line to East 54<sup>th</sup> Street in the Village of Newburgh Heights; Council District 6; and

WHEREAS, the anticipated start date for construction of this project is 2013.

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



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0184

<p>Sponsored by: <b>County Executive FitzGerald/Department of Public Works/Division of County Engineer</b></p>	<p><b>A Resolution</b> declaring that public convenience and welfare requires rehabilitation of North Main Street Bridge No. 00.12 over the Chagrin River in the Village of Chagrin Falls; total estimated construction cost \$2,900,000.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into an agreement of cooperation with said municipality in connection with said project.</p>
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WHEREAS, the County Executive FitzGerald/Department of Public Works/Division of County Engineer has recommended that public convenience and welfare requires rehabilitation of North Main Street Bridge No. 00.12 over the Chagrin River in the Village of Chagrin Falls; and

WHEREAS, the anticipated construction cost for the rehabilitation is \$2,900,000.00; and

WHEREAS, that special assessments are not to be levied nor collected to pay for any part of the County's costs of this improvement; and

WHEREAS, this projects will be funded 80% with federal funds, and 20% from the County's Road and Bridge Fund; and

WHEREAS, the primary goal of this project is to properly maintain the County's infrastructure for which the County is responsible; and

WHEREAS, the location of the project is North Main Street Bridge No. 00.12 in the Village of Chagrin Falls; Council District 6; and

WHEREAS, the anticipated start date for construction of this project is 2017.

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

**SECTION 1.** That the County Council hereby declares that public convenience and welfare requires rehabilitation of North Main Street Bridge No. 00.12 over the Chagrin River in the Village of Chagrin Falls.

**SECTION 2.** That special assessments are not to be levied nor collected to pay any part of the County's cost of this improvement.

**SECTION 3.** That the County Executive is hereby authorized to enter into and execute the necessary agreement of cooperation with the above-named city where the bridge is located.

**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 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 11, 2012

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

Journal CC007

September 25, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0185

<p>Sponsored by: <b>County Executive FitzGerald/Department of Public Works/Division of County Engineer and Councilmembers Gallagher and Germana</b></p>	<p>A <b>Resolution</b> declaring that public convenience and welfare requires resurfacing of Sprague Road from Broadview Road to State Road in the Cities of Broadview Heights, North Royalton and Parma; total estimated construction cost \$1,550,000.00; finding that special assessments will neither be levied nor collected to pay for any part of the County's costs of said improvement; and authorizing the County Executive to enter into agreements of cooperation with said municipalities in connection with said project.</p>
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WHEREAS, the County Executive FitzGerald/Department of Public Works/Division of County Engineer recommends that public convenience and welfare requires resurfacing of Sprague Road from Broadview Road to State Road in the Cities of Broadview Heights, North Royalton and Parma; and

WHEREAS, the anticipated construction cost for the resurfacing is \$1,550,000.00; and

WHEREAS, that special assessments are not to be levied nor collected to pay for any part of the County's costs of this improvement; and

WHEREAS, this projects will be funded 70% with the County's Road and Bridge Fund (\$1,086,000.00); and 30% with Ohio Public Works Commission Issue 1 Funds (\$464,000.00).

WHEREAS, the primary goal of this project is to properly maintain the County's infrastructure for which the County is responsible; and

WHEREAS, the location of the project is Sprague Road from Broadview Road to State Road in the Cities of Broadview Heights, North Royalton and Parma; Council Districts 4, 5, and 6.

WHEREAS, the anticipated start date for construction of this project is 2013.

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





# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0186

<p>Sponsored by: <b>County Executive FitzGerald/Department of Public Works</b></p>	<p><b>A Resolution</b> granting above-ground and underground Standard Easements for Electric Facilities to City of Cleveland for installing, constructing, reconstructing, operating, supplementing, repairing, maintaining, relocating, removing and renewing underground electric lines consisting of cable, ducts, conduits, fixtures, equipment and appliances and such other underground electric facilities as are deemed necessary or convenient for the purpose of distributing electricity, located on and above certain property located on the Eastern side of, and below, the Brooklyn/Brighton Bridge (West 25<sup>th</sup> Street) abutting old Pearl Road, Cleveland, Permanent Parcel Nos. 014-24-009 and 014-23-999; and authorizing the County Executive to execute all documents required in connection with said easements and consistent with this Resolution.</p>
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WHEREAS, the County Executive/Department of Public Works has requested approval to grant above-ground and underground Standard Easements for Electric Facilities to the City of Cleveland, Ohio for installing, constructing, reconstructing, operating supplementing, repairing, maintaining, relocating, removing and renewing underground electric lines consisting of cable, ducts, conduits, fixtures, equipment and appliances and such other underground electric facilities as are deemed necessary or convenient for the purpose of distributing electricity, located on and above certain property located on the Eastern side of, and below, the Brooklyn/Brighton Bridge (West 25<sup>th</sup> Street) abutting old Pearl Road, Cleveland, Ohio, Permanent Parcel Nos. 014-24-009 and 014-23-999; and,

WHEREAS, the Department of Public Works has determined it is necessary to grant the two proposed easements; one easement above ground on two separate County parcels, and one easement underground on the same two County parcels; and,

WHEREAS, there is no cost associated with the granting of these two easements; and,

WHEREAS, pursuant to EA2011-0968, issued on August 5, 2011, Cleveland Public Power was granted a right-of-entry to the two County Parcels in order to complete work in which it relocated underground feeders from underground to overhead, abandoned an

existing duct bank crossing the right-of-way of two railroads, and installed new 2-2.4KV feeders under the new -12KV feeders on a new pole line, located 16' east of an existing pole line; and,

WHEREAS, the proposed easements are necessary to maintain and repair the City of Cleveland's equipment now located on the two County parcels, and to facilitate Cleveland Public Power's provision of electrical service.

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

**SECTION 1.** The County Council approves the above-ground and underground Standard Easements for Electric Facilities to the City of Cleveland for installing, constructing, reconstructing, operating supplementing, repairing, maintaining, relocating, removing and renewing underground electric lines consisting of cable, ducts, conduits, fixtures, equipment and appliances and such other underground electric facilities as are deemed necessary or convenient for the purpose of distributing electricity, located on and above certain property located on the Eastern side of, and below, the Brooklyn/Brighton Bridge (West 25<sup>th</sup> Street) abutting old Pearl Road, Cleveland, Ohio, Permanent Parcel Nos. 014-24-009 and 014-23-999.

**SECTION 2.** The County Executive is authorized to execute all documents required in connection with granting the Standard Easements and consistent with this Resolution.

**SECTION 3.** It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and any of its committees that resulted 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 11, 2012  
Committee(s) Assigned: Public Works, Procurement & Contracting

Journal CC007  
September 25, 2012

# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0187

Sponsored by: <b>County Executive FitzGerald/Department of Information Technology and Councilmembers Miller, Jones and Germana</b>	<b>A Resolution</b> making an award on RQ24597 to En Pointe Technologies Sales, Inc. in the amount not-to-exceed \$3,577,071.15 for a Microsoft Enterprise Agreement for products and services for the period 6/30/2012 - 6/29/2017; and authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution.
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WHEREAS, the County Executive/Department of Information Technology has recommended an award on RQ24597 to En Pointe Technologies Sales, Inc. in the amount not-to-exceed \$3,577,071.15 for a Microsoft Enterprise Agreement for products and services for the period 6/30/2012 – 6/29/2017; and

WHEREAS, the County tabulated the extension of the unit bid prices submitted by each bidder and verified the accuracy of the total amounts and determined En Pointe Technologies Sales, Inc. to be the lowest qualified bidder; and

WHEREAS, the contractor for the project is En Pointe Technologies Sales, Inc., which is located at 18701 S. Figueroa Street, Garden, CA 90248-4506; and

WHEREAS, the funding for this project is from the General Fund; and

WHEREAS, County Council has determined that awarding RQ24597 to En Pointe Technologies Sales, Inc. is in the best interest of the County.

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

**SECTION 1.** The Cuyahoga County Council hereby approves the County Executive's recommendation and authorizes an award on RQ24597 to En Pointe Technologies Sales, Inc. in the amount not-to-exceed \$3,577,071.15 for a Microsoft Enterprise Agreement for products and services for the period 6/30/2012 - 6/29/2017.

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

**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



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0188

Sponsored by: **County Executive FitzGerald/Department of Health and Human Services/Division of Community Initiatives/Office of Early Childhood**

**A Resolution** authorizing an amendment to Contract No. CE0900604-01, 04 with Starting Point for administration of various initiatives of the Universal Pre-Kindergarten Program for the Invest in Children Program for the period 8/1/2009 - 7/31/2011 to extend the time period to 7/31/2013, to change the scope of services, effective 8/1/2012, and for additional funds in the amount of \$566,865.00; 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.

WHEREAS, the County Executive FitzGerald/Community Initiatives Division/Office of Early Childhood has recommended an amendment to Contract No. CE0900604-01, 04 with Starting Point for administration of various initiatives of the Universal Pre-Kindergarten Program for the Invest in Children Program for the period 8/1/2009 – 7/31/2011, to extend the time period to 7/31/2013, to change the scope of services effective 8/1/2012, and for additional funds in the amount of \$566,865.00; and

WHEREAS, the primary goal of this project is the management and implementation of the Universal Pre-Kindergarten (“UPK”) support services; and

WHEREAS, Starting Point has been designated by the State of Ohio as Cuyahoga County’s child care resource and referral agency and the services provided under this contract are complementary to this role and serves to leverage existing state funds; and

WHEREAS, the overall UPK project is funded 98% by the Health and Human Services Levy Funds, and 2% by private grant funds with the schedule of payments monthly by invoice; and

WHEREAS, it is necessary that this Resolution become immediately effective because the project’s term has already begun. The reason for the delay is that a new budget needed to be negotiated based on the number of new UPK sites selected to be served by this contract amendment.

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



# County Council of Cuyahoga County, Ohio

## Resolution No. R2012-0189

<b>Sponsored by: County Executive FitzGerald/Department of Public Works and Councilmember Gallagher</b>	<b>A Resolution</b> making an award on RQ22640 to Brigadier Construction Services, LLC, in the amount of \$6,444,000.00 for the Cuyahoga County Corrections Center Jail Kitchen Renovation Project; authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution; and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the County Executive/Department of Public Works has recommended an award on RQ22640 to Brigadier Construction Services, LLC in the amount of \$6,444,000.00 for the Cuyahoga County Corrections Center Jail Kitchen Renovation Project; and

WHEREAS, the Cuyahoga County Correction Center Kitchen was originally constructed in 1975 and is in need of significant repairs and renovations including but not limited to aging equipment, leaking, slippery floors, inefficient operations and storage limitations; and

WHEREAS, the kitchen is utilized by the Cuyahoga County Sheriff's Office to serve 6,000 plus meals per day to inmates and the renovations will allow the Sheriff's Office to continue to serve in a more efficient and safer environment; and

WHEREAS, the bids were received on August 23, 2012, and the Office of Procurement and Diversity ("OPD") assessed a thirty (30%) percent Small Business Enterprise ("SBE") goal; and

WHEREAS, twenty-four (24) bid proposals were pulled from OPD, four (4) bids were submitted for review, and an award recommendation was made to the lowest qualified bidder; and

WHEREAS, the County tabulated the extension of the unit bid prices submitted by each bidder and verified the accuracy of the total amounts and determined Brigadier Construction Services, LLC to be the lowest qualified bidder; and

WHEREAS, the contractor for the project is Brigadier Construction Services, LLC, which is located at 8100 Grand Avenue, Suite 200, Cleveland, Ohio 44104; Council District 7; 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 to ensure that critical services provided by the County can continue, and to provide for an anticipated start date of October, 2012.

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

**SECTION 1.** That the Cuyahoga County Council hereby approves the County Executive's recommendation and authorizes an award on RQ22640 to Brigadier Construction Services, LLC, in the amount of \$6,444,000.00 for the Cuyahoga County Corrections Center Jail Kitchen Renovation Project.

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

**SECTION 3.** It is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue, and to continue the usual and daily operation of a County entity. Provided that this Resolution receives the affirmative vote of eight members of Council, this Resolution shall become immediately effective upon the signature of the County Executive.

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

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

First Reading/Referred to Committee: September 11, 2012  
Committee(s) Assigned: Public Safety

Journal CC007  
September 25, 2012

# County Council of Cuyahoga County, Ohio

## Ordinance No. O2012-0029

<b>Sponsored by: County Executive FitzGerald/Department of Health and Human Services</b>	<b>An Ordinance</b> authorizing the renaming of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency to Cuyahoga Job and Family Services (CJFS); and declaring the necessity that this Ordinance become immediately effective.
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WHEREAS, Article III, Section 3.09(2) of the Cuyahoga County Charter vests the Cuyahoga County Council with the power “to establish departments, and divisions and sections within departments, under the supervision of the County Executive, and such boards, agencies, commissions, and authorities, in addition to or as part of those provided for in this Charter, as the Council determines to be necessary for the efficient administration of the County;” and,

WHEREAS, the duties, functions and employees of Employment and Family Services and the Cuyahoga Support Enforcement Agency have been incorporated as a separate division within the Department of Health and Human Services in accordance with Ordinance No. O2011-0045; and,

WHEREAS, the Department of Health and Human Services has requested that the name of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency be changed to Cuyahoga Job and Family Services in accordance to the restructuring and merging of the division; and,

WHEREAS, the renaming of this division would be beneficial for community understanding and awareness, as well as to establish a common identity for employees of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency; and,

WHEREAS, it is necessary that this Ordinance become immediately effective in order that critical services provided by this Cuyahoga County department can continue without interruption or delay.

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

**SECTION 1.** This Council hereby authorizes the renaming of the Division of Employment and Family Services/Cuyahoga Support Enforcement Agency to Cuyahoga Job and Family Services (CJFS) pursuant to the mandates of the County Charter.

**SECTION 2.** It is necessary that this Ordinance become immediately effective in order to continue the critical services provided by these County departments without interruption or delay. Provided that this Ordinance receives the affirmative vote of eight members of Council, this Ordinance shall become immediately effective upon the signature of the County Executive.

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

On a motion by \_\_\_\_\_, second by \_\_\_\_\_, the foregoing Resolution was duly adopted.

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

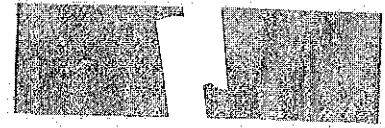
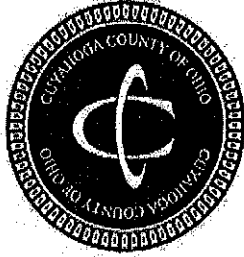
\_\_\_\_\_  
Clerk of Council

\_\_\_\_\_  
Date

First Reading/Referred to Committee:

Committee(s) Assigned:

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



**Item Details:**

<b>Agency/Dept. Name:</b>	Employment and Family Services	<b>Agency/Dept. Head Name:</b>	Joseph Gauntner
<b>Type of Request:</b>	Other		
<b>Request Prepared by:</b>	Robert K. Math	<b>Telephone No.</b>	216.987.6911
<b>SUMMARY OF REQUESTED ACTION:</b>			
<p>Submitting a request to change the name of Employment &amp; Family Services and Cuyahoga Support Enforcement Agency to Cuyahoga Job and Family Services (CJFS) in accordance to the restructuring and merging of the two agencies. The duties, functions and employees of Employment and Family Services/Cuyahoga Support Enforcement Agency have been incorporated as a separate agency within the Department of Health and Human Services in accordance with Ordinance No. O2011-0045.</p>			
<p>The renaming of these agencies would be beneficial for community understanding and awareness, as well as to establish a common identity for employees of Employment &amp; Family Services/Cuyahoga Support Enforcement Agency.</p>			
<b>PURPOSE/OUTCOMES - PRINCIPAL OWNER(S):</b>			
<b>Explanation for late submittal:</b>			

**Contract/Agreement Information:**

<b>Procurement Method:</b>
<b>Explanation for Increase/Decrease in \$ Amount for current request:</b>

**Financial Information:**

<b>Funding source:</b>	<b>Explanation:</b>
<b>Total Amount Requested:</b>	
\$	

# County Council of Cuyahoga County, Ohio

## Ordinance No. O2012-0027

<b>Sponsored by: County Executive FitzGerald/Department of Public Safety and Justice Services/Division of Emergency Management</b>	<b>An Ordinance</b> authorizing the renaming of the Cuyahoga County Urban Area Working Group (UAWG) to the Cuyahoga County Emergency Services Advisory Board (CCESAB); authorizing said Board to establish and amend its bylaws to comply with mandates of the Ohio Revised Code and to update membership of the Board; and declaring the necessity that this Ordinance become immediately effective.
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WHEREAS, Article VI, Section 6.03 of the Cuyahoga County Charter provides that “any board or commission of the County and any joint board or commission in which the County is a participant that is in existence when this Charter becomes effective, but not provided for in this Charter, shall continue to exist until reorganized or discontinued by action of Council, unless its continuance is required by general law;” and,

WHEREAS, Article III, Section 3.09(2) of the Cuyahoga County Charter vests the Cuyahoga County Council with the power “to establish departments, and divisions and sections within departments, under the supervision of the County Executive, and such boards, agencies, commissions, and authorities, in addition to or as part of those provided for in this Charter, as the Council determines to be necessary for the efficient administration of the County;” and,

WHEREAS, the Cuyahoga County Urban Area Working Group (UAWG) was established by the Cuyahoga County Board of Commissioners, pursuant to Section 5502.26 of the Ohio Revised Code, establishing a countywide emergency management agency; and,

WHEREAS, duties of the UAWG are to advise the County on all matters pertaining to Homeland Security, emergency preparedness, and public safety matters specific to the enhancement of prevention, protection, response, and recovery capabilities for Cuyahoga County; and,

WHEREAS, other duties of the UAWG are to advise the County on the use of funds related to Homeland Security grants, as well as to advise both the County and the City of Cleveland when the funds are issued through the Urban Area Security Initiative (UASI) grant; and,

WHEREAS, the UAWG is an independent advisory board with the ability and authority to establish and amend its by-laws that are consistent with its stated mission and purpose, ORC 5502.26, and not inconsistent with general law; and,

WHEREAS, the UAWG is a public body subject to the Ohio Open Meetings Law consistent with ORC 121.22; and,

WHEREAS, in 2011, the Department of Public Safety and Justice Services released a Reorganization Plan for the Office of Emergency Management that included a return to the use of its former name of the Cuyahoga County Emergency Services Advisory Board. This change was recommended in an effort to refocus the Board's role on critical planning efforts, in addition to its funding-driven recommendations; and,

WHEREAS, in order to fulfill the elements of the Reorganization Plan, the Department of Public Safety and Justice Services, in conjunction with the Urban Area Working Group (UAWG), has taken steps to amend and update the bylaws to include the change of name to the Cuyahoga County Emergency Services Advisory Board (CCESAB), to incorporate updates in the law, as well as compliance with the new County Charter, and to update the membership of the Board to achieve compliance with the Ohio Revised Code; and,

WHEREAS, it is necessary that this Ordinance become immediately effective in order that critical services provided by this Cuyahoga County advisory board can continue without interruption or delay.

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

**SECTION 1.** This Council hereby authorizes the bylaws be amended, to include the name of the entity be changed to the Cuyahoga County Emergency Services Advisory Board (CCESAB) and update the membership of the Board pursuant to the mandates of Ohio Revised Code 5502.26.

**SECTION 2.** The Cuyahoga County Emergency Services Advisory Board (CCESAB) shall be an independent advisory board with the ability and authority to establish and amend its bylaws that are consistent with its stated mission and purpose, ORC 5502.26, and not inconsistent with general law. Any amendment to the bylaws that alter the membership of the board shall require the approval of the County Executive.

**SECTION 3.** The Cuyahoga County Emergency Services Advisory Board (CCESAB) is acknowledged to be a public body subject to the open meetings laws as set forth in Ohio Revised Code 121.22.

**SECTION 4.** It is necessary that this Ordinance become immediately effective in order to continue the critical services provided by this Advisory Board without interruption or delay. Provided that this Ordinance receives the affirmative vote of eight members of Council, this Ordinance shall become immediately effective upon the signature of the County Executive.

**SECTION 5.** It is found and determined that all formal actions of this Council relating to the adoption of this Ordinance were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

First Reading/Referred to Committee: September 11, 2012

Committee(s) Assigned: Public Safety

Journal CC007

September 25, 2012



# County Council of Cuyahoga County, Ohio

## Ordinance No. O2012-0028

<b>Sponsored by: County Executive FitzGerald/Department of Public Safety and Justice Services/Division of Information Technology</b>	<b>An Ordinance</b> authorizing the renaming of the Cuyahoga Regional Information System (CRIS) Advisory Board to the Regional Enterprise Data Sharing System (REDSS) Advisory Board; authorizing said Board to establish and amend its bylaws to comply with mandates of the Ohio Revised Code and to update membership of the Board; and declaring the necessity that this Ordinance become immediately effective.
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WHEREAS, Article VI, Section 6.03 of the Cuyahoga County Charter provides that “any board or commission of the County and any joint board or commission in which the County is a participant that is in existence when this Charter becomes effective, but not provided for in this Charter, shall continue to exist until reorganized or discontinued by action of Council, unless its continuance is required by general law;” and,

WHEREAS, Article III, Section 3.09(2) of the Cuyahoga County Charter vests the Cuyahoga County Council with the power “to establish departments, and divisions and sections within departments, under the supervision of the County Executive, and such boards, agencies, commissions, and authorities, in addition to or as part of those provided for in this Charter, as the Council determines to be necessary for the efficient administration of the County;” and,

WHEREAS, the Cuyahoga Regional Information System (CRIS) Advisory Board was originally established by Resolution of the Cuyahoga County Board of Commissioners in 1976 as part of a requirement of an application to the Criminal Justice Coordinating Council of Greater Cleveland for a Law Enforcement Action Project Grant. This grant required the development of a steering committee; and,

WHEREAS, the Resolution was subsequently amended under Resolution No. 986313 on December 24, 1979, providing for additional members in the steering committee and formally naming it the CRIS Advisory Board; and,

WHEREAS, the purpose of the entity was to set standards for the operation and management of the computer application system, personnel decisions for employees using the CRIS system, and maintaining conformity with applicable guidelines; and,

WHEREAS, CRIS’s stated mission is to offer high availability architecture to all public safety clients, while embracing current and new technologies in the public safety

field, and maintaining an exceptional level of customer service and availability to all clients; and,

WHEREAS, CRIS is an independent advisory board that operates through its bylaws that are consistent with its stated mission and purpose, ORC 2949.093, and not inconsistent with general law; and,

WHEREAS, CRIS is a public body subject to the Ohio Open Meetings Law consistent with ORC 121.22; and,

WHEREAS, in January of 2012, the Department of Public Safety and Justice Services, in conjunction with the Cuyahoga Regional Information System (CRIS) Advisory Board, prepared a strategic plan that included renaming of the agency, an update to the bylaws and board membership, and to incorporate new governmental changes in compliance with the new County Charter; and,

WHEREAS, in order to fulfill the elements of the strategic plan, the Department of Public Safety and Justice Services, in conjunction with the Cuyahoga Regional Information System (CRIS) Advisory Board has requested that the bylaws be amended, to include a change to the name of the entity to the Regional Enterprise Data Sharing System (REDSS) Advisory Board, and to update the membership of the board; and,

WHEREAS, it is necessary that this Ordinance become immediately effective in order that critical services provided by this Cuyahoga County advisory board can continue without interruption or delay.

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

**SECTION 1.** This Council hereby authorizes the bylaws be amended to include the renaming of the entity from the Cuyahoga Regional Information System (CRIS) Advisory Board to the Regional Enterprise Data Sharing System (REDSS) Advisory Board, and to update the membership of the Board.

**SECTION 2.** The Regional Enterprise Data Sharing System (REDSS) Advisory Board is an independent advisory board with the ability and authority to establish and amend its bylaws that are consistent with its stated mission and purpose, the mandates of ORC 2949.093, and not inconsistent with general law. Any amendment to the bylaws that alter the membership of the board shall require the approval of the County Executive.

**SECTION 3.** The Regional Enterprise Data Sharing System (REDSS) Advisory Board is acknowledged to be a public body subject to the open meetings laws as set forth in Ohio Revised Code 121.22.

**SECTION 4.** It is necessary that this Ordinance become immediately effective in order to continue the critical services provided by this Advisory Board without interruption or delay. Provided that this Ordinance receives the affirmative vote of eight

members of Council, this Ordinance shall become immediately effective upon the signature of the County Executive.

**SECTION 5.** It is found and determined that all formal actions of this Council relating to the adoption of this Ordinance were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

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

Yeas:

Nays:

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

First Reading/Referred to Committee: September 11, 2012  
Committee(s) Assigned: Public Safety

Journal CC007  
September 25, 2012