

The Board of Clark County Commissioners met in regular session pursuant to adjournment in accordance with Section 121.22 O.R.C. (Sunshine Law) through teleconference via Zoom.

The following members and guests were present: Commissioner Melanie Flax Wilt; Commissioner Lowell McGlothin; Commission Richard L. Lohnes; Jennifer M. Hutchinson, County Administrator; Michelle Noble, Assistant County Administrator/HR Director; Megan Burr, Clerk; Michael Cooper, Public Information Officer; Beau Thompson, Assistant County Prosecutor; John White, Ohio Masonic Home; Drew Linnenbom, Dinsmore and Shohl; unidentified person with username BHerring; other unknown audience member.

Commissioner Wilt called the meeting to order and introductions were made.

*Agenda Review:*

Commissioner McGlothin asked about the following resolutions:

Resolution 2020-0262 authorized the contract with Brumbaugh for the 911 center. Ms. Hutchinson looked into it legally and the county was not allowed to divert that money to operations even during an emergency situation. Commissioner Lohnes recently asked Major Clark how much money was spent so far on equipment for the new center. Major Clark's answer was \$3.2 million.

Resolution 2020-0263 and 0264 authorized change orders with Kapp Construction. He was glad to see they were moving forward. He asked for an update on Springview. Ms. Hutchinson said they are to the point they are painting. Commissioner Wilt asked the Commissioners when they wanted to move the Commission Office out to Springview. Maybe prior to budget time would be good.

Commissioner Lohnes asked about the status of Room 151 being renovated to a chamber setting. Ms. Hutchinson said that was in the works to be completed as well. Commissioner McGlothin asked if there was a tight timeframe to move. Commissioner Wilt said no, however she wanted to move and be settled before the budget discussions. Commissioner McGlothin wanted to move as soon as possible. Commissioner Lohnes didn't care when the move happened. Commissioner Wilt still wanted to see a space downtown to hold meetings. Commissioner Lohnes asked where that would be. Commissioner Wilt said in the original plan there was shared conference space on the first floor. If that didn't work space could be kept on the fifth floor. Commissioner Lohnes wanted to look at the budget. He asked if any furniture was being purchased. Ms. Hutchinson said no, everyone was taking what they had. She also cancelled the new furniture for AB Graham offices. The one thing she would like to see continue is the security system for AB Graham. It seems silly to move departments back into that space without it being secure. Everything else was on hold. The Commissioners agreed early August would be best to move.

Commissioner Lohnes asked about the following resolutions:

Resolution 2020-0260 established the HAS (Health Savings Account) guidelines. Ms. Noble said it was a housekeeping item. They made a minor change to add the change of limits based on the IRS limits.

Resolution 2020-0268 was an add-on for the furloughs. It replaced the prior resolution. Mr. Thompson explained the way the resolution was written last week everyone had to work 80 hours but were only paid 75.5 hours. The County cannot do that. The two options were to reduce employees pay or reduce their hours. Staff directed him to draft the resolution to reduce hours. This will be simpler for anyone that leaves. This meets FLSA requirements as well. This way satisfies exempt and non-exempt employees. Ms. Noble will send this to the other elected officials.

Commissioner Wilt asked if Commissioners were included. Ms. Hutchinson replied no. Commissioner Wilt asked if they can be. Ms. Hutchinson said they have to ask the Auditor to reduce their salary. Commissioner Wilt felt they should do that. Commissioner McGlothin agreed. Mr. Thompson advised them to contact the Auditor individually and let him know how much to reduce each pay. Commissioner Lohnes said he already did.

Resolution 2020-0265 authorized the August special election. There isn't anything scheduled yet.

Commissioner Wilt had no questions.

*Commissioner Updates:*

Commissioner Wilt said she received an email from Maureen Massaro that Jimmy Sheehan was being honored at the fair. She asked staff for some background on how he supported the fair.

Commissioner Lohnes said the \$50,000 match required for the fair grant was eliminated by the Governor. The grant was to be used for capital improvements. Commissioner Wilt said they allocated \$50,000 for the roof project. The project total is \$100,000. She thought it would be great if they could get the full amount from the state. She did not want to see them use it for something else. She has been working with Representative Koehler about an exhibitor only fair. The focus was on youth education and agriculture. She knew other counties were watching to see what Clark County did. The Fair Board was interested in waiting to see what happened before any decisions were made.

Commissioner Lohnes noted the workers comp refund. Ms. Noble said nothing official has come back from the bureau.

Commissioner Lohnes thought the Commission should send a letter to the Governor to thank him for what he has done to lead us through the pandemic issues but also to request financial assistance. The CARE Act is sending money to cities but nothing has addressed assistance for counties. Commissioner Wilt said Senator Portman was pushing to allow CARES Act funding to support local governments. She said State Representative Koehler mentioned they voted in Columbus to use the rainy day fund of \$2.7 million. Commissioner Lohnes wanted to know if there was a plan to release that money back to the counties. Commissioners Wilt and McGlothin were in favor of that. Commissioner Lohnes will draft the letter.

*Budget Review:*

See attached spreadsheet. The amount requested was sent out in the memo. Departments and officials had until April 17<sup>th</sup> to respond to let the Commissioners know where to take the cuts. The right column is what they sent back. She stated a couple did a combination of reductions. The Recorder and Probate Court cut from their original budget and they transferred money in from special revenue. The Sheriff cut \$1 million from the original budget and then closed open purchase orders. Examples of purchase orders that were closed are jail food, office supplies, and hospital billing. The budget was reduced by \$3.9 million so far. \$4.8 million was requested. The Board of Elections and Public Defender did not respond. Commissioner Lohnes said the Public Defender's response was he couldn't take any reductions but told the Board other places they could cut. Commissioner Wilt asked if Ms. Hutchinson spoke with Judge Lancaster about the additional money she found that could be cut. Ms. Hutchinson had not due to waiting on the Board's final decision today. Commissioner Wilt said a lot of what the Board of Elections has done recently for the election was COVID related and could be recouped from the Secretary of State's Office. Ms. Hutchinson reviewed their 2018 and 2019 unencumbered balances. They do a good job of being conservative with election costs. In 2018 they gave back \$103,000. In 2019, they gave back \$146,000. Commissioners Lohnes and Wilt suggested reducing their budget by \$50,000. Commissioner Wilt felt they could recoup that money through COVID. Ms. Hutchinson said it is a matter of

principal that everyone should be expected to cut. Common Plea only cut 18% of the requested amount. She asked for the Board to be consistent with their approach. Commissioner Lohnes suggest holding everyone to 50% of the requested amount.

Commissioner Wilt noted the Prosecutor didn't cut enough. Commissioner Lohnes explained he offered 13% at one point. Ms. Hutchinson explained he had a grant matching fund of \$15,000 that wasn't in his budget. He didn't feel he should cut the DOJ (Department of Justice) required match. As a result, Ms. Hutchinson removed that from his budget at took 10% of the amount left. He did reach the 10%.

Treasurer: Mr. Metzger responded to the request and talked about not filling positions that were open. It looked to be 10% reduction. Ms. Hutchinson remembered the conversation but didn't remember reaching 10%. Michelle Harris (the new Treasurer) submitted the \$34,000 number. Ms. Noble added there is a person that left to work somewhere else but was laid off so the county will be on the hook for unemployment due to being in recent employment history. Ms. Hutchinson said Mr. Metzger also suggested other areas to cut besides his budget.

Commissioner Wilt said looking at the Public Defender's budget the amount should be \$50,000. Commissioner Lohnes approved.

Commissioner Wilt didn't feel Common Pleas and Domestic went far enough. Commissioner Lohnes added Juvenile Court. The Board understood they could court order their budget. Mr. Thompson said they have to be specific about the bill and why it is essential if they court order the Commissioners. Commissioner Lohnes suggested \$60,000 for Common Pleas, \$40,000 for Domestic and \$230,000 for Juvenile. Commissioner Wilt supported that.

Veterans: Commissioner Lohnes explained Ms. Hutchinson spoke to them about the needed reduction. They decided to go to Judge Capper about their budget issues. Commissioner Lohnes explained how their funding worked per the Ohio Revised Code. They can get more money than they request each year. They have to request it by May/June each year. They Commission cannot approve more than the extra millage and it has to make sense. Veterans did not want to cut their budget. Commissioner Lohnes suggested \$32,400. Commissioner Lohnes pointed out the Sheriff reduced her budget by over \$1 million without being pushed by the Board. He felt the Commission and staff has done a lot for Veterans and has helped them with their budget to get things they wanted. Commissioner Wilt supported the \$32,400.

After those further reductions that requires an additional \$700,000 to reach the \$4.8 million. Commissioner Wilt suggested a transfer of \$1 million from the transitional aid fund. Ms. Hutchinson said she would wait until a later date to transfer the money. These reductions get the budget very close and she would like to see what the numbers come in at. Commissioner Lohnes wanted to use transitional aid funds to cover it. Commissioner Wilt looked at the rainy day fund different than the transitional fund. Transitional funds should be used to strengthen the tax base and economy. She felt that should be used if the county loses a source of sales tax revenue. It should not be used to plug holes. She would rather pull from the rainy day fund.

The Board discussed the outside contracts.

Soil and Water responded with \$13,400. Commissioner Lohnes felt all the contracts should be reduced by 10% just like everyone internally has been asked to do. Commissioner Wilt agreed. She offered to help with phone calls. She already spoke with Patty House at OSU Extension so she knows it is coming. The Board agreed not to take \$500 from Small Business Development Coalition (SBDC) since it was such a small amount. Commissioner McGlothlin felt 10% was fair.

Commissioner Lohnes referred to an email about the Public Defender offices and their 85% refunds this year. Ms. Hutchinson said the state isn't reimbursing anyone until they get information from their budget office.

Commissioner Lohnes asked the balance of the Title Fund. He stated how gracious she was a year ago to give \$1 million. He asked the balance of the Law Library fund too. If that will help things, particularly judges, they might help the Commission recover that money.

Commissioner McGlothlin clarified the attorney fees would not be increased. Ms. Hutchinson said it was in process but it is on hold due to the state.

Ms. Hutchinson said there was \$1.1 million in Title. Her budget is \$690,000 a year. The Law Library had \$855,000 which keeps growing every year. It looks like their revenues and expense are about the same. The balance of \$855,000 has been carried for two years. Commissioner Lohnes wanted to know if and how the Board could request some of that money. He thought the Budget Commission was the mechanism to do that.

Ms. Hutchinson wondered about using Law Library funds for the Courthouse remodel someday. It's at least two years out. She thought it was a way to utilize their money in the future. Commissioner Lohnes wanted to recover \$500,000 from Title and \$500,000 from Law Library. Commissioner Wilt asked if the Commission has the authority to pull it. Commissioner Lohnes thought the Budget Commission could. Mr. Thompson will look into it.

*County Administrator Updates:*

Ms. Hutchinson had no further updates.

The calendar is empty. Commissioner Wilt said Land Bank will be held via Zoom.

At 10:00 today there is a public hearing on the Masonic Home bond issue. Mrs. Burr said it was not a formal hearing but it needed to be discussed on the record. The bond resolution can be adopted with the rest of the agenda.

The Board recessed until 10:00 a.m.

Call to Order, Commissioner Wilt

Resolution 2020-0259

Following the pledge of allegiance, Commissioner Lohnes moved to approve the minutes and dispense with reading of same. Commissioner McGlothlin seconded the motion. The roll being called for passage resulted as follows:

Commissioner McGlothlin, Yes; Commissioner Lohnes, Yes; Commissioner Wilt, Yes

The motion carried.

Masonic Home bond hearing:

Commissioner Wilt stated this is the date and time set for the public hearing for the revenue bond, Resolution 2020-0267. She opened the floor at 10:07 a.m. to John White, Masonic Home, and Drew Linnenbom, Dinsmore and Shohl. Mr. Linnenbom explained they asked for their approval for the issuance of bonds in the amount of \$65 million. This will allow the Ohio Masonic Home to finance and refinance bonds. The bonds will be purchased by US Bank. They are backed solely by the revenues of the Ohio Masonic Home. They do not affect the County's credit.

Commissioner Lohnes had no questions. Commissioner McGlothlin had no questions.

Commissioner Lohnes asked Mr. White how things were going at the Masonic Home. Mr. White thanked the Board and really appreciated the support of the County and City. They locked down their facility in the beginning of March. They are currently COVID free. It has been tough but things are going great. He looked forward to this bond issuance so they can move forward with expansion.

Discussion ensued.

Commissioner Lohnes moved to approve the agenda in its entirety including the add-on, Resolution 2020-0268. Commissioner McGlothlin seconded the motion. The roll being called for passage resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes

The motion carried.

**Resolution 2020-0260**  
**Replaces Resolution 2019-0243**  
**PERC file**

### **Establish Health Savings Account (HSA) Guidelines**

Commissioner Lohnes moved, upon the request of the Assistant County Administrator, to establish guidelines for Clark County's Health Savings Account (HSA). The guidelines are as follows:

1. Employees are responsible to be sure they are not exceeding the Internal Revenue Service (IRS) annual contribution limit(s) based upon their qualifying family size and age appropriate catch up contributions. The IRS may update annual limits each year.
  - a. \$3,500 for single coverage (2019), \$3,550 (2020)
  - b. \$7,000 for family coverage (2019), \$7,100 (2020)
  - c. Catch up contribution \$1,000 for age 55 and older (2020)

NOTE: Employee contribution limits are reduced by the amount of employer contributions to the account each year. Therefore, the employee is responsible for the 6% IRS imposed excise tax on any excess contribution to their HSA account

2. Employees are responsible for using HSA funds for qualifying medical and dental expenses
  - a. Qualifying medical expenses are limited to those accrued by the employee and covered dependents based upon IRS guidelines (see IRS Publication 969 for details, available at [www.irs.gov](http://www.irs.gov))
3. Employees are responsible for any penalties and fees for inappropriate contribution amounts or distribution of HSA account funds for purposes other than qualifying medical expenses (to which the IRS will impose a 20% tax)
4. Employees are responsible to maintain the appropriate documentation to prove appropriate use of funds should they be subject to an audit by the IRS (see IRS Publication 502, Medical and Dental Expenses for details, available at [www.irs.gov](http://www.irs.gov))
  - a. The IRS deems the following medical treatments as NOT qualifying:
    - i. Cosmetic

- ii. Weight loss programs (except where utilized as physician diagnosed disease such as heart disease/hypertension/morbid obesity)
  - iii. Personal use items such as toothpaste, toothbrush, hand sanitizers, etc.
  - iv. Over-the Counter medicines (UNLESS physician prescribed)
  - v. Health insurance premiums
5. Employees may only change their bi-weekly contribution election amount during open enrollment *or* upon the attainment of an IRS defined qualifying life event such as the birth of a dependent, marriage, etc.
  6. Clark County may provide a pre-determined amount annually, established by resolution, based upon the employee's selected plan
  7. Clark County may contribute the employers share at a pre-determined increment as established by the BCC and Auditor's office (quarterly, semi-annually, etc.)
  8. Employees making changes to their level of coverage during the plan year will have the employer's share adjusted at the next scheduled employer deposit after their coverage level changes
  9. Employees who leave employment will only receive the employer amounts eligible to be deposited as of the last day of work regardless of the date of their last check
  10. Employees whose insurance starts after the incremental deposit or who elect insurance during a qualifying event will receive their first employer share deposit at the next scheduled time after their insurance takes effect

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes

**Resolution 2020-0261**  
**CDDC file**

**Authorize Memorandum of Agreement (MOA) Between  
Board of County Commissioners and the Interfaith Hospitality Network of Springfield, Ohio**

Commissioner Lohnes moved to authorize the following MOU:

**MOU with:** Interfaith Hospitality Network of Springfield, Ohio  
**In the amount of:** \$56,600.00  
**Funding Source(s):** Community Development Block Grant PY 2019 Target of Opportunity Program.  
**Purpose:** Emergency Shelter Services  
**Effective Date(s):** March 9, 2020 to November 30, 2020

Further move to authorize the County Administrator to execute the MOA and related documents.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes

**Resolution 2020-0262  
COMB/C file**

**Award Bid and Authorize Contract to Brumbaugh Construction, Inc. for  
Clark County 911 Communication Center**

Commissioner Lohnes moved to award the bid and authorize the contract with Brumbaugh Construction, Inc. for their bid of \$1,642,500.00 for the Clark County 911 Communication Center project.

**Organization Name:** Brumbaugh Construction, Inc.  
**Organization Address:** 3520 State Route 49, PO Box 309, Arcanum, Ohio 45304  
**In the amount of:** \$1,642,500.00  
**Funding Source(s):** Permanent Improvement Fund  
**Purpose:** Clark County 911 Communication Center  
**Effective Date:** April 29, 2020

Further move to authorize the County Administrator to execute the contract and related documents.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes

**Resolution 2020-0263  
COMC file**

**Authorize Change Order #15 for  
Clark County Administration Building Improvements**

Commissioner Lohnes moved to authorize change order #15 with:

**Organization Name:** Kapp Construction Inc.  
**Organization Address:** 329 Mount Vernon Avenue, Springfield, Ohio 45502  
**Original Contract:** \$5,130,600.00  
**Previous Changes:** \$145,590.37  
**This Change:** \$3,302.28  
**New Contract Total:** \$5,279,492.65  
**Funding Source(s):** Permanent Improvement  
**Reason for Change:** In lieu of metal deck, substitute cold formed metal joist, plywood and gypsum board ceiling at top of elevator shaft to meet code requirement of 2-hour fire rated shaft top at A.B. Graham.

Further move to authorize the County Administrator to execute the change order.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes

**Resolution 2020-0264**  
**COMC file**

**Authorize Change Order #16 for  
Clark County Administration Building Improvements**

Commissioner Lohnes moved to authorize change order #16 with:

<b>Organization Name:</b>	Kapp Construction Inc.
<b>Organization Address:</b>	329 Mount Vernon Avenue, Springfield, Ohio 45502
<b>Original Contract:</b>	\$5,130,600.00
<b>Previous Changes:</b>	\$148,892.65
<b>This Change:</b>	\$5,899.00
<b>New Contract Total:</b>	\$5,285,391.65
<b>Funding Source(s):</b>	Permanent Improvement
<b>Reason for Change:</b>	Provide paper towel dispensers and subfloor repairs of major missing or damaged subfloor areas at A.B. Graham.

Further move to authorize the County Administrator to execute the change order.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes

**Resolution 2020-0265**  
**BOEO file**

**Acknowledge Receipt of Estimate for Holding a Special Election**

Commissioner Lohnes moved to acknowledge receipt of the estimate, in the amount of \$100,598, to hold a special election on August 4, 2020.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes

**Resolution 2020-0266**  
**ENGD file**

**Acknowledge and Accept Quit Claim Deed**

Commissioner Lohnes moved to acknowledge receipt of a Quit Claim Deed from Cynthia Needles in Mad River Township for a right of way due to a lot split.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes



**Resolution 2020-0267  
FINB file**

**A RESOLUTION DETERMINING THE NECESSITY OF AND AUTHORIZING THE ISSUANCE AND SALE OF ADJUSTABLE RATE DEMAND HEALTH CARE FACILITIES REVENUE REFUNDING AND IMPROVEMENT BONDS, SERIES 2020 (THE OHIO MASONIC HOME OBLIGATED GROUP PROJECT) OF THE COUNTY OF CLARK, OHIO, IN ONE OR MORE SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$65,000,000; AUTHORIZING THE EXECUTION AND DELIVERY OF AGREEMENTS OF LEASE AND SUBLEASES IN CONNECTION THEREWITH; AUTHORIZING THE EXECUTION AND DELIVERY OF TRUST INDENTURES TO SECURE SUCH SERIES 2020 BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF BOND PURCHASE AGREEMENTS IN CONNECTION THEREWITH; AUTHORIZING A TAX REGULATORY AGREEMENT; AND AUTHORIZING OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2020 BONDS.**

Commissioner Lohnes moved to adopt the following:

**WHEREAS**, the County of Clark, Ohio (the “County”), a county and political subdivision in and of the State of Ohio (the “State”), is authorized and empowered by virtue of the laws of the State, including without limitation, Chapter 140 of the Ohio Revised Code (the “Act”) to, among other things: (i) acquire, construct, improve and equip “hospital facilities”, as defined in the Act, which include the facilities comprising the Project (as herein defined), and to acquire, by lease, real estate within the boundaries of the Participating Public Hospital Agencies (as herein defined) and interests therein, including without limitation, improvements situated thereon comprising such hospital facilities; (ii) enter into lease agreements to provide for the lease of “hospital facilities” to a “nonprofit hospital agency”, both as defined in the Act; (iii) issue revenue bonds for the purpose of financing and refinancing the “costs of hospital facilities”, as defined in the Act, and to secure those revenue bonds by a Trust Indentures and by the pledge and assignment of the rent paid under the lease agreements and the funds created under the trust indenture; (iv) enact this Resolution; and (v) enter into the Trust Indentures, the Leases, the Subleases, the Bond Purchase Agreements and the Tax Regulatory Agreement, all as defined herein, and to execute and deliver certain other documents and instruments upon the terms and conditions provided herein and therein; and,

**WHEREAS**, the County, the Village of Waterville, Ohio, the County of Hamilton, Ohio and the County of Medina, Ohio (collectively, the “Participating Public Hospital Agencies”) entered into a Public Hospital Agencies Agreement dated as of December 1, 2001, as amended by an Amendment To Public Hospital Agencies Agreement dated as of March 1, 2001, and as further amended by a Second Amendment To Public Hospital Agencies Agreement dated as of February 1, 2001 (collectively, the “Public Hospital Agencies Agreement”), pursuant to Section 140.03, Ohio Revised Code, for the purpose of financing certain capital equipment and construction needs of The Ohio Masonic Home (“OMH”), The Browning Masonic Community, Inc. (“Browning”) and Western Reserve Masonic Community, Inc. (“Western Reserve” and, together with OMH and Browning, the “Corporations”) located within the jurisdictions of the County, the Village of Waterville, Ohio and the County of Medina, Ohio, including the reimbursement for costs advanced for those purposes; and,

**WHEREAS**, the County has heretofore issued its Adjustable Rate Demand Health Care Facilities Revenue Refunding and Improvement Bonds, Series 2009 (The Ohio Masonic Home Obligated Group Project) in an aggregate principal amount of \$55,740,000 (the “Prior Bonds”); and,

**WHEREAS**, the Corporations have previously financed and refinanced the acquisition, construction and equipping of certain Hospital Facilities, including the construction of assisted living dementia care units on the

campus of Browning, within the boundaries of the Participating Public Hospital Agencies through a term loan with U.S. Bank National Association currently outstanding in the approximate amount of \$4,000,000 (the "Prior Loan"); and,

**WHEREAS**, the Corporations have requested this Board of County Commissioners of the County (the "Board") to authorize the issuance of Adjustable Rate Demand Health Care Facilities Revenue Refunding and Improvement Bonds, Series 2020 (The Ohio Masonic Home Obligated Group Project) of the County of Clark, Ohio, in one or more series, in an aggregate principal amount not to exceed \$65,000,000 (the "Series 2020 Bonds") to finance or refinance (1) the current refunding of the outstanding Prior Bonds, (2) the Prior Loan, (3) the acquisition, construction, renovation and equipping of certain Hospital Facilities, as that term is defined in Section 140.01, Ohio Revised Code, and as described in the Subleases (the "Project"), including the reimbursement of the Corporations for costs previously incurred with respect to such Hospital Facilities and (4) certain costs and expenses in connection with the issuance of the Series 2020 Bonds; and,

**WHEREAS**, this Board has determined, based on information and representations provided by the Corporations, that the issuance of the Series 2020 Bonds and the acquisition, construction, renovation and equipping of the Project will further the public purpose of better providing for the health and welfare of the residents of the County and the State by enhancing the availability, efficiency and economy of skilled nursing care and assisted living facilities to service the residents of the Participating Public Hospital Agencies, so that such Hospital Facilities are and will be available for the service of the general public without discrimination by reason of race, creed, color or national origin; and,

**WHEREAS**, this Board has determined to authorize such Series 2020 Bonds; and,

**WHEREAS**, it is necessary in connection with the issuance of such Series 2020 Bonds and the acquisition, construction, renovation and equipping of the Project to provide for the authorization of Agreements of Lease, Subleases, Bond Purchase Agreements, a Tax Regulatory Agreement and Trust Indentures.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of County Commissioners of the County of Clark, Ohio:

**Section 1.** That for the public purpose of better providing for the health and welfare of the people of the State of Ohio by enhancing the availability, efficiency and economy of nursing care and assisted living facilities constituting Hospital Facilities and services rendered thereby and facilitating the financing and refinancing of Hospital Facilities to be available to or for the service of the general public without discrimination by reason of race, creed, color or national origin, this Board, acting on behalf of the County, hereby determines that it is necessary to and the County shall issue revenue bonds pursuant to Section 140.06, Ohio Revised Code, in one or more series and in the aggregate principal amount of not to exceed \$65,000,000, for the purposes set forth in the preambles hereto. Such bonds shall be designated County of Clark, Ohio, Adjustable Rate Demand Health Care Facilities Revenue Refunding and Improvement Bonds, Series 2020 (The Ohio Masonic Home Obligated Group Project). The Series 2020 Bonds shall be issued in the form and denomination and shall be executed, dated, be subject to redemption prior to maturity on the dates and at the prices, bear interest at variable or fixed rates, and be payable on the dates, all as exactly provided in the Trust Indentures and Bond Purchase Agreements hereinafter authorized. The Series 2020 Bonds shall be retired either at stated maturity or by mandatory sinking fund redemption over a period not to exceed 30 years as set forth in the Trust Indentures hereinafter authorized.

**Section 2.** That the Series 2020 Bonds shall be payable at the corporate trust office of U.S. Bank National Association, as bond trustee (the "Trustee"), or any successor trustee.

**Section 3.** Anything in this Resolution, the Series 2020 Bonds and the Trust Indentures to the contrary, the Series 2020 Bonds do not and shall not constitute general obligations, debt or bonded indebtedness or a pledge of the faith and credit of the County or the State or any political subdivision thereof, and the holders or owners of the Series 2020 Bonds are not given the right, and have no right, to have excises, ad valorem taxes or

other taxes levied by the County or the State or any political subdivision thereof, for the payment of the bond service charges on such Series 2020 Bonds. The Series 2020 Bonds shall contain a statement to that effect and that the right to such payment is limited to the revenues and special funds pledged for such purpose under the Trust Indentures herein authorized.

**Section 4.** That at least two (2) County Commissioners be and they are hereby authorized and directed to execute on behalf of the County, one or more Indentures of Trust (the "Trust Indenture") with the aforesaid Trustee, in substantially the form presented to this Board and on file with the Clerk, and the Trust Estate as therein defined shall be pledged and the other agreements, covenants and promises therein made on behalf of the County shall be conclusively binding upon the County and in full force and effect from and after delivery of the aforesaid Series 2020 Bonds to their purchasers pursuant to the terms of said Trust Indentures. Said Trust Indentures shall be subject to such changes, insertions and omissions which are consistent with this Resolution and are not substantially adverse to the County and as are permitted by the Act and as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Trust Indentures as aforesaid.

**Section 5.** That the members of this Board be and they are hereby authorized and directed to do all the acts and things required of them by the provisions of the Series 2020 Bonds and the Trust Indentures to the end that full and complete performance of all of the terms, covenants and agreements of the Series 2020 Bonds and Trust Indentures shall be effected, including taking all actions necessary to complete the sale of the Series 2020 Bonds under the "Blue Sky" laws of any jurisdiction; provided that the County shall not be required to submit to service of process in connection with any such "Blue Sky" action in any state except Ohio.

**Section 6.** That this Board hereby determines that the leasing of the Existing Facilities, as defined in each of the Subleases, from OMH, Browning and Western Reserve and the subleasing of the corresponding Existing Facilities to OMH, Browning and Western Reserve, providing health care to the general public without discrimination by reason of race, creed, color or national origin, is undertaken for and will serve the public purpose of better providing for the health and welfare of the people of the Participating Public Hospital Agencies and the State of Ohio by enhancing the availability, efficiency and economy of hospital facilities and the services rendered thereby.

**Section 7.** That at least two (2) County Commissioners be and they are hereby authorized and directed to execute and enter into, on behalf of the County, one or more Agreements of Lease (the "Leases") with each of OMH, Browning and Western Reserve, whereby the County will acquire leasehold interests in each of the corresponding Existing Facilities. The Leases shall be substantially in the form presented to this Board and on file with the Clerk, subject to such changes, insertions and omissions which are consistent with this Resolution and are not substantially adverse to the County and as are permitted by the Act and as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Leases as aforesaid. It is hereby determined that such Leases will promote the public purpose stated in Section 140.02, Ohio Revised Code, and the Participating Public Hospital Agencies will be duly benefited thereby.

**Section 8.** That at least two (2) County Commissioners be and they are hereby authorized and directed to execute and deliver on behalf of the County one or more Subleases (the “Subleases”) with each of OMH, Browning and Western Reserve which will own or operate each of the corresponding Existing Facilities. The Subleases shall be substantially in the form presented to this Board and on file with the Clerk, subject to such changes, insertions and omissions which are consistent with this resolution and are not substantially adverse to the County and as are permitted by the Act and as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Subleases as aforesaid. It is hereby determined that such Subleases will promote the public purpose stated in Section 140.02, Ohio Revised Code, and the Participating Public Hospital Agencies will be duly benefited thereby.

**Section 9.** That at least two (2) County Commissioners be and they are hereby authorized and directed to execute and deliver on behalf of the County one or more Bond Purchase Agreements (the “Bond Purchase Agreements”) providing for the sale of the Series 2020 Bonds substantially in the form heretofore presented to this Board and on file with the Clerk, so long as the sale terms contained therein are within the guidelines established in Section 1 of this Resolution. The Bond Purchase Agreements shall be subject to such changes, insertions and omissions which are consistent with this resolution and are not substantially adverse to the County and as are permitted by the Act and as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Subleases as aforesaid.

**Section 10.** That least two (2) County Commissioners be and they are hereby authorized and directed to execute and deliver on behalf of the County a Tax Exemption Certificate and Agreement (the “Tax Regulatory Agreement”) among the County, the Corporations and the Trustee. The Tax Regulatory Agreement shall be in the form approved by this Board, which approval shall be exclusively evidenced by the execution of the Tax Regulatory Agreement as aforesaid. It is hereby determined that such Tax Regulatory Agreement will promote the public purpose stated in Section 140.02, Ohio Revised Code and the County will be duly benefited thereby.

**Section 11.** That this Board hereby covenants that it will restrict the use of the proceeds of the Series 2020 Bonds hereby authorized in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute “arbitrage bonds” under Sections 103(b)(2) and 148 of the Internal Revenue Code and the regulations prescribed thereunder. Any member of this Board or any other officer having responsibility with respect to the issuance of said Series 2020 Bonds is authorized and directed to give an appropriate certificate on behalf of the County, on the date of delivery of said Series 2020 Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Section 148 and regulations thereunder.

**Section 12.** That the appropriate officers of the County, including this Board, be and they hereby are authorized to execute and deliver on behalf of the County such other certificates, documents and instruments in connection with the issuance and public sale of the Series 2020 Bonds and the acquisition, construction and equipping of the Project as may be required, necessary or appropriate, including, without limitation, any documents which are necessary or appropriate in order to ensure compliance of the Series 2020 Bonds with the Internal Revenue Code. Such documents including the ones specifically authorized hereby, shall be subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution thereof as aforesaid.

**Section 13.** This Board, as the “applicable elected representative” of the County of Clark, Ohio for purposes of Section 147(f) of the Code, hereby approves the issuance of the Series 2020 Bonds, in one or more series, in an amount not to exceed \$65,000,000 pursuant to the Act. Based on representations of the Corporations, the proceeds of the Series 2020 Bonds will be used for the purpose of financing (i) the acquisition, construction, renovation and equipping of certain hospital facilities located at (a) 4931 Nettleton Road, Medina Township, Ohio, consisting of, without limitation, the acquisition, construction, equipping and

renovation of routine capital expenditures, (b) 2655 West National Road, Springfield, consisting of, without limitation, the acquisition, construction, equipping and renovation of routine capital expenditures, and (c) 8883 Browning Drive, Waterville, Ohio, consisting of, without limitation, the acquisition, construction, equipping and renovation of routine capital expenditures (collectively, the "Project"), (ii) the current refunding of the Prior Bonds, which financed the current refunding of the County's (a) (1) Adjustable Rate Demand Health Care Facilities Revenue Bonds, Series 1999 (The Ohio Masonic Home Project) issued in an aggregate principal amount of \$18,300,000, which financed the refunding of the County's \$7,790,000 Adjustable Rate Demand Health Care Facilities Revenue Bonds, Series 1998 (The Ohio Masonic Home Project), (2) Adjustable Rate Demand Health Care Facilities Revenue Bonds, Series 2001 (The Ohio Masonic Home Project) issued in an aggregate principal amount of \$12,840,000, and (3) Adjustable Rate Demand Health Care Facilities Revenue Bonds, Series 2002 (The Ohio Masonic Home Project) issued in an aggregate principal amount of \$10,165,000, each of which financed the acquisition, construction, renovation and equipping of certain hospital facilities at one or more of the following locations: 2655 West National Road, Springfield, 8883 Browning Drive, Waterville and 4931 Nettleton Road, Medina; (b) the current refunding of the County's (1) Adjustable Rate Demand Multifamily Housing Revenue Bonds, Series 1999 (The Ohio Masonic Home Project) issued in the aggregate principal amount of \$16,885,000, which financed the refunding of the County's (x) \$5,750,000 Adjustable Rate Demand Multifamily Housing Revenue Bonds, Series 1997 (The Ohio Masonic Home Project) and (y) \$2,740,000 Adjustable Rate Demand Multifamily Housing Revenue Bonds, Series 1998 (The Ohio Masonic Home Project) and (2) Adjustable Rate Demand Multifamily Housing Revenue Bonds, Series 2001 (The Ohio Masonic Home Project) issued in an aggregate principal amount of \$9,575,000, each of which financed the acquisition, construction, renovation and equipping of certain multifamily housing facilities at one or more of the following locations: 2655 West National Road, Springfield, 8883 Browning Drive, Waterville and 4931 Nettleton Road, Medina and (c) certain costs of issuance of the Prior Bonds, (iii) the Prior Loan, which financed and refinanced the acquisition, construction and equipping of certain hospital facilities, including without limitation the construction of assisted living dementia care units and other capital expenditures located at 8883 Browning Drive, Waterville and (iv) certain costs of issuance of the Bonds. The initial owners, operators or managers of the Project will be OMH, Browning and/or Western Reserve. The amount of proceeds of the Series 2020 Bonds used to finance the Project and refinance the projects financed or refinanced by the Prior Bonds and the Prior Loan at each address listed in this section shall not exceed the following dollar amounts: \$34,215,700 at 2655 West National Road, Springfield, \$9,777,200 at 8883 Browning Drive, Waterville and \$25,238,400 at 4931 Nettleton Road, Medina.

**Section 14.** That it is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were passed in an open meeting of this Board of County Commissioners, and that all deliberations of this Board of County Commissioners in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

**Section 15.** That all resolutions or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes

**Add On**  
**Resolution 2020-0268**  
**Replaces Resolution 2020-0256**  
**FIN file**

**Declaration of Lack of Funds and**

**Implementation of Mandatory Cost Savings Program**

Commissioner Lohnes moved to declare a lack of funds in the general fund as defined by ORC 124.321. This deficiency of funding is projected to last through December 31, 2020.

Further, move to implement a mandatory cost savings program for all non-union employees paid from the general fund in departments with the Board of County Commissioners as the sole Appointing Authority. Implementing cost savings in the reduction of hours worked beginning with 4.5 fewer hours worked per pay period for full time employees working 80 hours per pay period for 17 pay periods and reduction of 3.5 hours worked in the final pay period of the year. The hours reduction shall be pro-rated for other permanent employees who work fewer than 80 hours per pay period. The reduction in hours worked will occur for 18 pay periods in 2020.

Other Clark County Appointing Authorities with general fund allocations may choose to reduce budgets by utilizing the Mandatory Cost Savings Program.

Commissioner McGlothlin seconded the motion and the roll being called for its passage, the vote resulted as follows:

Commissioner Lohnes, Yes; Commissioner McGlothlin, Yes; Commissioner Wilt, Yes

Commissioner Wilt asked those on the conference call to identify them for the record. No one answered.

Resolution 2020-0269

Commissioner McGlothlin moved to adjourn. Commissioner Lohnes seconded the motion. The roll being called for passage resulted as follows

Commissioner McGlothlin, Yes; Commissioner Lohnes, Yes, Commissioner Wilt, Yes

**BOARD OF CLARK COUNTY COMMISSIONERS**

By: \_\_\_\_\_  
Melanie F. Wilt, President

By: \_\_\_\_\_  
Richard L. Lohnes

I certify that the record is true and accurate:

\_\_\_\_\_  
Commission Clerk

By: \_\_\_\_\_  
Lowell R. McGlothlin