

No. 20-101

The Board of County Commissioners of the County of Auglaize, Ohio met in regular session on March 3, 2020, with the following members present:

John N. Bergman, Douglas A. Spencer and Don Regula.

Regula introduced the following resolution and moved its adoption:

RESOLUTION

RESOLUTION AUTHORIZING THE COUNTY OF AUGLAIZE, OHIO TO APPROVE THE ISSUANCE OF HOSPITAL FACILITIES REVENUE BONDS OF THE COUNTY OF ALLEN, OHIO; AND AUTHORIZING OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS.

WHEREAS, Bon Secours Mercy Health, Inc., successor by merger to Mercy Health, is a nonprofit Maryland corporation (the "Corporation") that, through its subordinate and affiliated nonprofit entities (the "Affiliates"), owns and operates healthcare facilities at various locations in Ohio, including Hospital Facilities, as defined in Section 140.01 of the Ohio Revised Code, in Auglaize County, Ohio (the "County") and the Corporation has determined to acquire, construct and equip certain additional Hospital Facilities located in the County (collectively, the "Local Facilities"), and has requested the County of Allen, Ohio (the "Issuer") to issue its bonds therefor; and

WHEREAS, Chapter 140 of the Ohio Revised Code provides a procedure by which "Public Hospital Agencies," as defined therein and including counties and municipal corporations, may enter into an agreement pursuant to which a Public Hospital Agency may issue its revenue bonds to fund the capital needs of Hospital Facilities located in the jurisdictions of each of the Public Hospital Agencies which are parties to such agreement, 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 Hospital Facilities and the services rendered thereby; and

WHEREAS, the Corporation has represented to the County that it has organized under a master trust indenture the financing of certain debt of the Corporation and the Affiliates, including debt incurred to fund the capital needs of the Local Facilities, and from time to time will undertake the financing and refinancing of Hospital Facilities, including the Local Facilities, thereby enhancing the availability, efficiency and economy of Hospital Facilities and the services rendered thereby in the County; and

WHEREAS, the County entered into the Participating Public Hospital Agencies Agreement with the Issuer and certain additional political subdivisions (collectively with the County, the "Participating Public Hospital Agencies") pursuant to Section 140.03, Ohio Revised Code, on May 1, 2008 for the purposes of (a) financing and refinancing through the Issuer certain capital equipment and construction needs of the Corporation and its Affiliates, including the Local Facilities, located within the jurisdiction of the County, including the reimbursement of costs advanced for those purposes, and (b) refunding and retiring outstanding prior indebtedness incurred for such purpose; and

WHEREAS, the Corporation anticipates that the Issuer will issue its Hospital Facilities Revenue Bonds, Series 2020 (Mercy Health), in one or more series (the "Series 2020 Bonds"), in an amount not to exceed \$525,000,000 to (a) finance and refinance the acquisition, construction and equipping of Hospital Facilities located in the jurisdiction of the Participating Public Hospital Agencies and (b) refund and retire certain outstanding prior indebtedness, and the Issuer may, from time to time, determine to issue additional revenue bonds, in order to finance and refinance the costs of Hospital Facilities, in cooperation with the Participating Public Hospital Agencies; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), requires that prior to their issuance, the Series 2020 Bonds must be approved by the "applicable elected representative" (as defined in such Section 147(f) of the Code) of the Issuer and of certain political subdivisions in which Hospital Facilities will be financed, including the County; and

WHEREAS, this Board of County Commissioners is the applicable elected representative of the County; and

WHEREAS, a public hearing was held with respect to the issuance of the Series 2020 Bonds prior to the consideration of this resolution;

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

SECTION 1. That any revenue bonds issued under the authority of the Participating Public Hospital Agencies Agreement shall not be, and are not, general obligations, debt or bonded indebtedness of the County or any Participating Public Hospital Agency and the holders or owners of such revenue bonds shall not have the right to have excises or taxes levied by the County or any Participating Public Hospital Agency for the payment of principal of, or interest or premium, if any, on such revenue bonds. Such payment shall be made only from funds provided by the Corporation or its Affiliates.

SECTION 2. That this Board, as the "applicable elected representative" of the County for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, hereby approves the issuance of the Series 2020 Bonds by the County of Allen, Ohio, in the maximum principal amount of \$525,000,000. It is anticipated that the proceeds of the Series 2020 Bonds will be made available to the Corporation and certain of its non-profit affiliates. The Series 2020 Bonds will be issued as qualified 501(c)(3) bonds as defined in Section 145 of the Internal

Revenue Code of 1986, as amended, to (i) finance, refinance, or reimburse the costs of, the acquisition, construction and equipping of equipment, real property and improvements to Hospital Facilities, at some or all of the following locations in the County: (A) 1015 South Blackhoof Street, Wapakoneta, known as Mammography Center, and (B) 1100 Defiance Street, Wapakoneta, known as St. Rita's Health and Fitness Center (each, a "project" and collectively, the "projects"), the initial legal owner or principal user of each project being St. Rita's Medical Center LLC, an Ohio nonprofit limited liability company, or the Corporation, or a related party thereof; (ii) refund all or a portion of the following bonds whose proceeds were utilized to finance or refinance Hospital Facilities at the projects: (A) County of Allen, Ohio Adjustable Rate Hospital Facilities Revenue Bonds, Series 2008 (Catholic Healthcare Partners), which are made up of multiple series of bonds, and (B) County of Allen, Ohio Adjustable Rate Hospital Facilities Revenue Bonds, Series 2015B (Mercy Health); and (iii) pay costs of issuance of the Series 2020 Bonds. The Corporation and its non-profit affiliates operate a healthcare system on several campus sites. The projects are and will be used by the Corporation in an integrated operation for the delivery of healthcare, education, scientific research and administrative activities supporting those activities on several campuses. Not more than \$25,000,000 of the stated principal amount of the Series 2020 Bonds will be spent at the projects in the aggregate, and not more than \$12,500,000 of the stated principal amount of the Series 2020 Bonds will be spent at any one project listed above. A portion of the proceeds of the Series 2020 Bonds will also be used to finance and refinance Hospital Facilities at locations outside the County, in the State of Ohio.

This approval is intended to comply with the provisions of Section 147(f) of the Code, and does not constitute a finding of the Board as to the compliance or noncompliance by the Corporation or the County of Allen, Ohio with any legal requirements imposed upon them in connection with the issuance of the Series 2020 Bonds.

SECTION 3. That the Clerk of this Board and any member of this Board be and they hereby are authorized to execute and deliver on behalf of the County such certificates, documents and instruments in connection with the issuance and public sale of the Series 2020 Bonds and of revenue bonds issued from time to time under authority of the Participating Public Hospital Agencies Agreement, and the delivery of the Participating Public Hospital Agencies Agreement, as may be required, necessary or appropriate, including, without limitation, applicable elected representative approvals, conveyances of title to real and personal property, terminations of financing statements and other releases of security interests in property. 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 by the proper officers of this Board.

SECTION 4. That the provisions of this Resolution are hereby declared to be severable and, if any section, phrase or provision shall, for any reason, be declared invalid, such declaration of invalidity shall not affect the validity of the remainder of this Resolution.

SECTION 5. All resolutions, orders or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

SECTION 6. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code, and the rules of this Board in accordance therewith.

Spencer seconded the motion and the roll being called for adoption of the foregoing resolution, the vote thereon resulted as follows:

Ayes:

John N. Bergman John N Bergman

Douglas A. Spencer Douglas A Spencer

Don Regula Don Regula

Nays:

ADOPTED this 3rd day of March, 2020.

Carrie Heffel
Clerk, Board of County Commissioners,
Auglaize County, Ohio

IN THE MATTER OF RATIFYING THE EXECUTION OF AN AGREEMENT BETWEEN AUGLAIZE COUNTY BOARD OF COUNTY COMMISSIONERS AND KELLY KNUTZEN FOR MOWING AND TRIMMING SERVICES AT THE UNIOPOLIS SEWER PLANT AND ARROWHEAD SEWER TREATMENT PLANT.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 3rd day of March, 2020.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, an agreement was presented to the Board of County Commissioners which sets forth terms and conditions for said mowing and trimming services at the Uniopolis sewer plant and Arrowhead Sewer Treatment Plant; this agreement is between the Auglaize County Board of County Commissioners and Kelly Knutzen, effective March 31, 2020 through and including November 30, 2020 at the rate of \$75.00 per trip for Mowing Area #1 and at the rate of \$50.00 per trip for Mowing Area #2.

THEREFORE, BE IT RESOLVED that the Board of Commissioners, Auglaize County, Ohio does hereby approve and does authorize the Board to execute the agreement between the Auglaize County Board of County Commissioners and Kelly Knutzen for mowing and trimming services as specified.

Commissioner Spencer seconded the Resolution and upon the roll being called, the vote resulted in the adoption of the Resolution as follows:

Adopted this
3rd day of
March, 2020

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

John N. Bergman, yes
John N. Bergman
Douglas A. Spencer, yes
Douglas A. Spencer
Don Regula, yes
Don Regula

cc: Kelly Knutzen
Sanitary Engineer – Doug Reinhart

SERVICE AGREEMENT

This agreement is made and entered into this 3rd day of March, 2020, by and between the AUGLAIZE COUNTY BOARD OF COUNTY COMMISSIONERS, hereinafter referred to as the "County" and MR. KELLY KNUTZEN hereinafter referred to as "Contractor" upon the following terms and conditions:

1. Contractor agrees to provide mowing and trimming services at the Uniopolis sewer plant. The Contractor agrees to mow on each side of the drive at the sewer plant, up to and including 30 feet from the center of the drive on each side, the area included inside the fence and the east half of the ground owned by the County south of the driveway (the "Mowing Area #1"). The area to be maintained by the Contractor is more fully depicted on Exhibit A hereto. The Contractor also agrees to provide mowing and trimming services at the Arrowhead Sewer Treatment Plant, the area included inside the yellow line on Exhibit B hereto known as (the "Mowing Area 2").
2. Mowing and trimming shall begin as soon as the grass in the Mowing Area reaches a height of three inches. The Mowing Area shall thereafter be mowed and/or trimmed as needed so that the grass shall be maintained at or below three inches in height, until the expiration of the term of this Service Agreement. The Contractor shall also mow and trim the Mowing Area upon the request of the County regardless of the grass height.
3. In consideration of the services performed by Contractor, the County shall pay the Contractor Seventy-Five Dollars (\$75.00) per trip for Mowing Area #1 and Fifty Dollars (\$50.00) per trip for Mowing Area #2. Under this Service Agreement a "trip" shall mean a complete mowing and trimming of the Mowing Area. Contractor shall invoice the County on a monthly basis with appropriate details for each trip included within the invoice period. The invoices shall be sent to the following address:

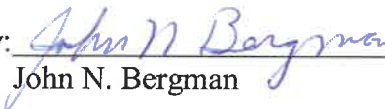
Auglaize County Engineer
1014 South Blackhoof Street
Wapakoneta, OH 45895

4. The term of this Service Agreement shall be March 31, 2020 through and including November 30, 2020.
5. Contractor agrees to indemnify, defend and hold harmless the County against any and all claims, demands, suits, lawsuits, including cost connected therewith for any damages that may be assessed, claimed or recovered against or from the County or any elected or appointed official, employee, volunteer, agent or all others working on behalf of the County by reason of personal injury, including bodily injury, death, and/or property damage in any way connected or associated with this Service Agreement or any acts of the Contractor hereunder.
6. Contractor shall be responsible for Workers Compensation coverage for himself and those doing work on his behalf. Contractor will provide the County with proof of coverage and liability insurance as well as required licenses upon the request of the County.

Board of County Commissioners
Auglaize County, Ohio



Kelly Knutzen

By: 

John N. Bergman

By: 

Douglas A. Spencer

By: 

Don Regula

EXHIBIT A

Auglaize County, Ohio

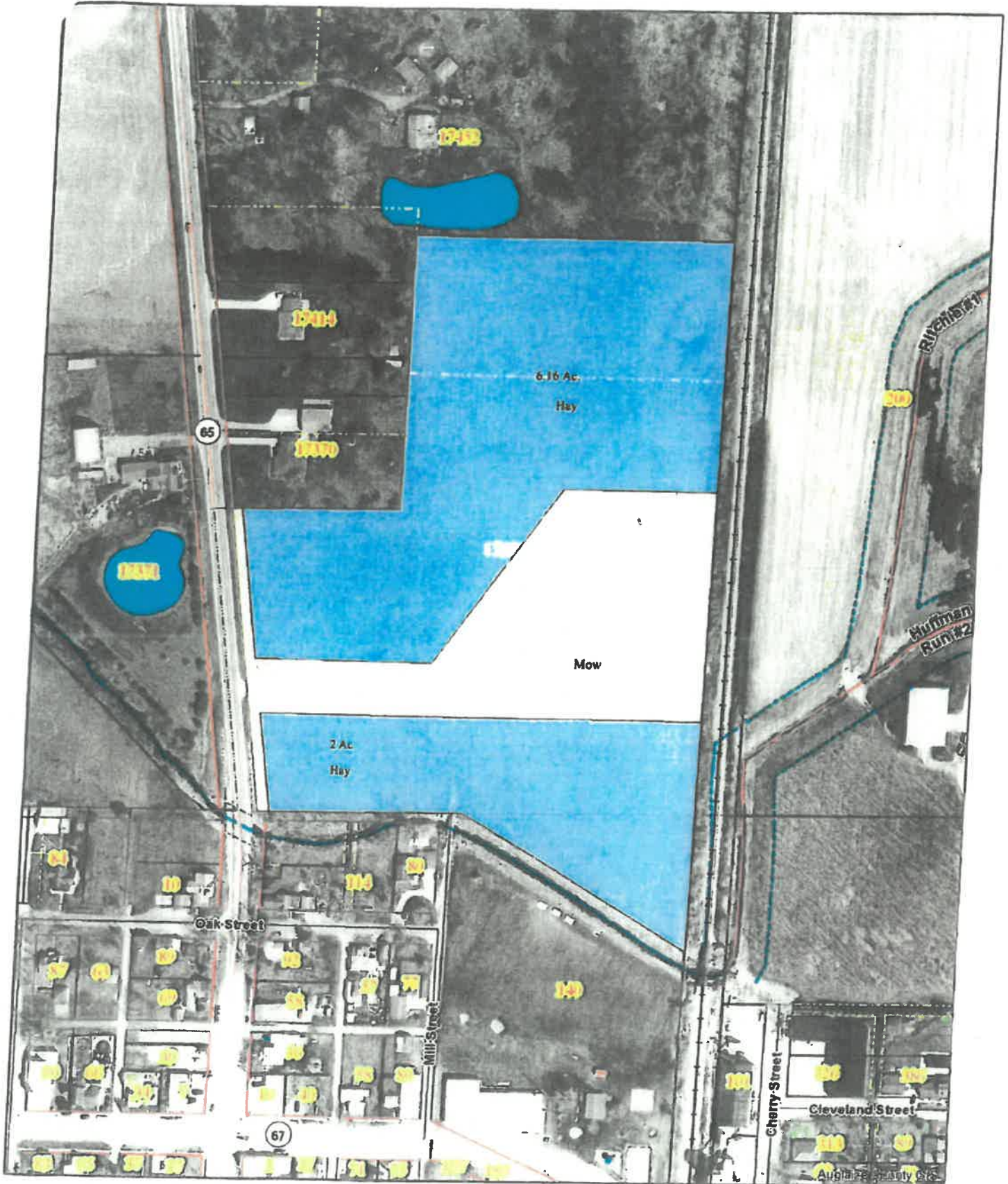


EXHIBIT B

Auglaize County GIS



Notes

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IN THE MATTER OF RESOLUTION TO ACCEPT THE ONE OHIO MEMORANDUM OF UNDERSTANDING (MOU).

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 3rd day of March, 2020.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, the Auglaize Board of Commissioners caused a lawsuit to be filed on its behalf in the United States District Court for the Southern District of Ohio in 2018, seeking to hold opioid manufacturers and distributors accountable for the damage caused by their misfeasance, nonfeasance, and malfeasance; and,

WHEREAS, since that time, the Auglaize Board of Commissioners lawsuit has been joined with other lawsuits of local governments throughout the country as part of multi-district civil litigation captioned In Re: National Prescription Opiate Litigation, Case No. 1:17-MD-2804, against any and all necessary opioid manufacturers and distributors, and,

WHEREAS, it continues to be the desire of the Auglaize Board of Commissioners to pursue any and all claims for relief as a litigating plaintiff in civil litigation captioned In Re: National Prescription Opiate Litigation, Case No. 1:17-MD-2804, against any and all defendants necessary; and,

WHEREAS, the State of Ohio, through its Attorney General, is separately engaged in litigation seeking to hold opioid manufacturers and distributors accountable for the damage caused by their misfeasance, nonfeasance, and malfeasance with trials scheduled to begin during the summer and fall months of 2020; and,

WHEREAS, on or about the 3rd day of March, 2020 and as a result of the common desire of the State of Ohio and its local governments, including the Auglaize Board of Commissioners, to abate and alleviate the impacts of the misfeasance, nonfeasance and malfeasance of certain opioid manufacturers and distributors, the Board of Commissioners received a draft of the One Ohio Memorandum of Understanding; and,

WHEREAS, since that time, the local governments, including the Auglaize Board of Commissioners, has been given multiple opportunities, by and through its counsel, to voice its concern regarding the terms and conditions of the draft of the One Ohio Memorandum of Understanding; and,

WHEREAS, as a result of local governments, including the Auglaize Board of Commissioners, voicing those concerns, the One Ohio Memorandum of Understanding has been redrafted in a manner intended to alleviate said concerns; and,

WHEREAS, it is the opinion of the Board that Auglaize County, Ohio, is likely to receive a more favorable resolution of the civil litigation in a more timely manner by joining forces with other local governments and the State of Ohio to address the opioid epidemic and the grave affects it has had on the citizens of the State of Ohio and Auglaize County, Ohio; and,

WHEREAS, it is the understanding and desire of the Auglaize Board of Commissioners that the One Ohio Memorandum of Understanding will permit collaboration between the State of Ohio and local governments to explore and potentially effectuate earlier resolution of the civil litigation against the opioid manufacturers and distributors; and,

WHEREAS, it is the understanding and desire of the Auglaize Board of Commissioners that the One Ohio Memorandum of Understanding may permit an effective means of distributing any potential settlement funds obtained under the MOU between the State of Ohio and local governments in a manner and means that would promote an effective and meaningful use of the funds in abating the opioid epidemic throughout the State of Ohio and specifically in Auglaize County, Ohio; and,

Date: March 3, 2020

WHEREAS, the Auglaize Board of Commissioners retains the right to accept or decline any and all settlement offers as they may be presented to the Board in the future; and,

WHEREAS, the Auglaize Board of Commissioners hereby retains any and all legal rights it possesses in pursuing any and all claims against the opioid manufacturers and distributors in the event settlements cannot be reached.

NOW, THEREFORE, BE IT RESOLVED:

Section 1: The Auglaize Board of Commissioners accepts the One Ohio Memorandum of Understanding as currently drafted, together with all attachments.

Section 2: The Auglaize Board of Commissioners hereby authorizes the Edwin Pierce, Prosecutor and/or his designee to take any and all actions necessary to effectuate this resolution.

Section 3: All formal action of this Board concerning and relating to the passage of this Resolution were adopted in an open meeting of the Board, and all deliberations of this Board 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: This resolution shall be in full force and effect from and after the earliest period allowed by law, as a statement of policy for Auglaize County, Ohio.

Commissioner Spencer seconded the Resolution and upon the roll being called, the vote resulted in the adoption of the Resolution as follows:

Adopted this
3rd day of
March, 2020

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

John N. Bergman, yes
John N. Bergman

Douglas A. Spencer, yes
Douglas A. Spencer

Don Regula, yes
Don Regula

✓cc: Seif & McNamee

IN THE MATTER OF DOCUMENTING RECEIPT OF BIDS FOR THE 2020 COUNTY ROAD RESURFACING PROGRAM; AWARD THE PHASE 1 BID TO THE SHELLY COMPANY AND AWARD THE PHASE 2 BID TO BARRETT PAVING MATERIALS INC. FOR COUNTY MAINTAINED ROADS.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 3rd day of March, 2020.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, this being the date February 25, 2020 set in Resolution #20-042, the Board of County Commissioners received and opened bids for the 2020 County Road Resurfacing Program, anticipating the resurfacing of 25.21 miles for Phase 1 and 6.86 miles for Phase 2 of county maintained roadways; and,

WHEREAS, the following bids were received:

From:	<u>Phase 1</u>	<u>Phase 2</u>
The Shelly Co., 1700 Fostoria Ave, Suite 200, Findlay, OH 45840;	\$1,903,984.50	\$502,149.00
Barrett Paving Materials Inc. 3751 Commerce Drive, Franklin, OH 45005	No bid	\$461,546.00
Engineer's estimate	\$1,883,042.00	\$481,572.00; and,

WHEREAS, the bids, were reviewed by Assistant County Engineer Andrew Baumer and he determined the bids to be a complete bid and acceptable as submitted by the company; and,

WHEREAS, Assistant Engineer Baumer submitted a written recommendation to the Board of County Commissioners recommending to the Board of Commissioners to award a contract for Phase 1 encompasses 25.21 miles to The Shelly Company at the price of \$1,903,984.50. The Bid is 1.1% over the estimate but does meet all requirements set forth in the bid document. The letter of recommendation also stated recommending to the Board of Commissioners to award a contract for Phase 2 encompasses 6.86 miles to Barrett Paving Materials Inc. at the price of \$461,546.00 for the 2020 Resurfacing Program; and,

THEREFORE, BE IT RESOLVED that the Board of County Commissioners of Auglaize County, Ohio, does hereby award the Phase 1 bid, for \$1,903,984.50 to The Shelly Company and award the Phase 2 bid, for \$461,546.00 to Barrett Paving materials Inc. as recommended by the Assistant County Engineer for the 2020 County Road Resurfacing Program.

Commissioner Spencer seconded the Resolution and upon the roll being called, the vote resulted in the adoption of the Resolution as follows:

Adopted this
3rd day of
March, 2020

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

John N. Bergman, yes
John N. Bergman

Douglas A. Spencer, Yes
Douglas A. Spencer

Don Regula, yes
Don Regula

cc: ✓ County Engineer
Bidders
✓

IN THE MATTER OF DOCUMENTING THE RECEIPT OF BIDS FOR AGGREGATE AND CONCRETE MATERIALS TO BE USED BY THE HIGHWAY DEPARTMENT DURING 2020 AT THE DISCRETION OF THE COUNTY ENGINEER.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 3rd day of March, 2020.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, this being the date set by the Board of County Commissioners in Resolution #20-058, the following companies submitted bids for the purchase of rock & gravel aggregate and transit mix concrete & grout to be used by the Highway Department during 2020:

Rock & Gravel Aggregate:

- Duff Quarry Inc., Huntsville, Ohio
- Barrett Paving Materials, Dayton, Ohio
- Green Dream International LLC (GDI), Erie, PA
- National Lime & Stone Co., Lima, Ohio
- Weber/ConAg Quarry, St. Marys, Ohio

Transit Mix Concrete & Grout:

- Ohio Ready Mix, Inc., Huntsville, Ohio
- Spring Creek Corp, Minster, Ohio
- Ernst Concrete, Lima, Ohio
- St. Henry Tile Co., Inc., St. Henry, Ohio

THEREFORE, BE IT RESOLVED that the Board of County Commissioners of Auglaize County, Ohio, does hereby document that as the purpose of receiving above mentioned bids is to establish prices for the purchasing of said materials by the County Engineer throughout the year 2020, said bids were given to the Engineer; same being authorized by the Board to use said prices throughout the year to the best advantage of the county, using his own discretion.

Commissioner Spencer seconded the Resolution and upon the roll being called, the vote resulted in the adoption of the Resolution as follows:

Adopted this
3rd day of
March, 2020

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

John N. Bergman, yes
John N. Bergman

Douglas A. Spencer, yes
Douglas A. Spencer

Don Regula, yes
Don Regula

cc: County Engineer
Bidders

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IN THE MATTER OF AUTHORIZING THE PAYMENT OF THE COUNTY'S MANDATED SHARE OF PUBLIC ASSISTANCE FOR MARCH.

The Board of County Commissioners of Auglaize County, Ohio, met in regular session on the 3rd day of March, 2020.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, it is necessary to pay the county's mandated share of Public Assistance for March.

THEREFORE, BE IT RESOLVED that the Board does authorize the County Auditor to make the following payment:

From: 001-0905-533500 – Public Assistance Grant
Amount: \$ 5,120.34
To: 006-0400-400101 – Public Assistance

Commissioner Spencer seconded the Resolution and upon the roll being called, the vote resulted in the adoption of the Resolution as follows:

Adopted this 3rd day
of March, 2020

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

John N. Bergman, yes
John N. Bergman

Douglas A. Spencer, yes
Douglas A. Spencer

Don Regula, yes
Don Regula

✓cc: County Auditor
✓ Jobs & Family Services