

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 12th day of November, 2019, in the County Commissioner's meeting room, 209 S. Blackhoof St., Wapakoneta, Ohio, with the following members present:

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

Commissioner Spencer introduced the following resolution and moved its passage:

**RESOLUTION**

**RESOLUTION APPROVING, SOLELY FOR THE PURPOSE OF SECTION 147(F) OF THE INTERNAL REVENUE CODE OF 1986, THE ISSUANCE OF HOSPITAL FACILITIES REVENUE BONDS, SERIES 2019A (LIMA MEMORIAL HEALTH SYSTEM), BY THE COUNTY OF ALLEN, OHIO; AUTHORIZING A PUBLIC HOSPITAL AGENCIES AGREEMENT IN CONNECTION WITH THAT APPROVAL; AND AUTHORIZING OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.**

WHEREAS, Lima Memorial Joint Operating Company dba Lima Memorial Health System (the "Corporation"), Lima Memorial Hospital ("LMH") and Lima Memorial Professional Corporation ("LMPC"), all Ohio non-profit entities, plan to undertake the financing or refinancing and construction of "hospital facilities" (as that term is defined in Section 140.01, Ohio Revised Code) (the "Hospital Facilities") to be located within the County of Auglaize, Ohio (the "County") and within the County of Allen, Ohio ("Allen County") and have represented to the County and Allen County that it would be more economic and efficient to have one political subdivision of the State of Ohio issue revenue bonds to finance the Hospital Facilities located in the County and Allen County; and

WHEREAS, Section 140.03, Ohio Revised Code, provides a procedure by which the County and Allen County may enter into an agreement pursuant to which Allen County may issue its Hospital Facilities Revenue Bonds, Series 2019A (Lima Memorial Health System) (the “Bonds”) in an aggregate principal amount estimated not to exceed \$31,000,000 to finance or refinance and construct the Hospital Facilities, and the County and Allen County plan to enter into such an Agreement (the “Public Hospital Agencies Agreement”) in connection with the issuance of the Bonds; and

WHEREAS, prior to the consideration of this resolution, a public hearing was held with respect to the issuance of the Bonds, for the purpose of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the Corporation has signed and delivered an indemnification agreement, agreeing to indemnify the County and hold it harmless against any liability and expense of the County relating to the Public Hospital Agencies Agreement or the Bonds;

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

**SECTION 1.** That at least two members of the Board of County Commissioners (the “Board”) be and they are hereby authorized and directed to execute and enter into on behalf of the County, a Public Hospital Agencies Agreement with Allen County to authorize Allen County to issue the Bonds for the purpose of financing and constructing Hospital Facilities.

**SECTION 2.** That the Public Hospital Agencies Agreement authorized in Section 1 of this resolution shall be substantially in the form presented to the Board and on file with the Clerk of this Board (the “Clerk”), with such changes as are not substantially adverse to the County and

as are approved by the Board, which approval shall be conclusively evidenced by the signing of the Public Hospital Agencies Agreement by at least two members of the Board.

**SECTION 3.** That the Clerk and the members of this Board, as appropriate, be and they are hereby authorized and directed to execute and deliver on behalf of the County such other certificates, documents and instruments in connection with the County's approval of the Bonds and signing and delivery of the Public Hospital Agencies Agreement as may be required, necessary or appropriate.

**SECTION 4.** That this Board, as the "applicable elected representative" of the County for purposes of Section 147(f) of the Code, hereby approves, but solely for the purpose of that Section 147(f), the issuance of the Bonds in the maximum principal amount of not to exceed \$31,000,000, the proceeds of which will be used to finance and refinance the acquisition, construction, installation and equipping of Hospital Facilities within the County and Allen County. The Corporation has represented to the County that the proceeds of the Bonds will be used to finance the (i) acquisition, construction and equipping of (a) an approximately 20,000 square foot Outpatient Diagnostic & Imaging Center with Emergency Department Connector and Welcome Center with expanded and modernized Gift Shop and Café, (b) Inpatient Rehabilitation Center on the 4th Floor of Lima Memorial Hospital, (c) an approximately 16,000 square foot Family Medicine & Walk-In Care Center located in Wapakoneta, Auglaize County, Ohio, (d) an approximately 16,000 square foot build-out of the 2nd floor in the Physician Office Building III for a Cardiac Area with 23 exam rooms and a cardiopulmonary rehab gym, and (e) improvements to electrical systems, generators, HVAC systems, chillers and roofs, (ii) payment of capitalized interest on the Bonds and (iii) payment of certain costs of issuance incurred in

connection with the Bonds. The foregoing approval is given solely to satisfy the requirements of said Section 147(f) and does not obligate the County in any way with respect to the Bonds.

**SECTION 5.** 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 any 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, Ohio Revised Code.

Commissioner Bergman seconded the motion and the roll being

called for passage of the foregoing resolution, the vote thereon resulted as follows:

<u>Don Regula</u> Don Regula	<u>yes</u>
<u>John N. Bergman</u> John N. Bergman	<u>yes</u>
<u>Douglas A. Spencer</u> Douglas A. Spencer	<u>yes</u>

PASSED this 12<sup>th</sup> day of November, 2019.

Esther Huffel  
Clerk

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