

**IN THE MATTER OF AUTHORIZING THE PAYMENT OF THE COUNTY'S MANDATED SHARE OF PUBLIC ASSISTANCE FOR NOVEMBER**

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The Board of County Commissioners of Auglaize County, Ohio, met in regular session on the 5th day of November, 2024.

Commissioner           Bambauer           moved the adoption of the following:

**RESOLUTION**

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

**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: \$ 4,983.84**  
**To: 006-0400-400101 – Public Assistance**

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

Adopted this 5th day  
of November, 2024

BOARD OF COUNTY COMMISSIONERS  
AUGLAIZE COUNTY, OHIO

          Douglas A. Spencer          , Yes  
Douglas A. Spencer

          David Bambauer          , Yes  
David Bambauer

          John N. Bergman          , Yes  
John N. Bergman

cc/ County Auditor  
Jobs & Family Services

**IN THE MATTER OF AUTHORIZING A REPAYMENT FROM THE INSURANCE FUND (089) TO THE GENERAL REVENUE FUND FOR THE ADVANCEMENT AS REQUESTED BY THE COUNTY AUDITOR.**

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The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 5th day of November, 2024

Commissioner *Bambauer* moved the adoption of the following:

**RESOLUTION**

**WHEREAS**, the County Auditor has requested the following repayment from the Insurance Fund (089) to the general review fund:

<b>From</b>	<b>To</b>	<b>Amount</b>
089.0200.400200 (Advance Out)	001.1200.400100 (Advance In)	\$3,000.00.

**THEREFORE, BE IT RESOLVED** that the Board of County Commissioners of Auglaize County, Ohio does hereby authorize the County Auditor to make the above mentioned repayment from the Insurance Fund (089) to the General Revenue Fund (001), respectively as mentioned in the request of the County Auditor.

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

Adopted this  
5th day of  
November, 2024

BOARD OF COUNTY COMMISSIONERS  
AUGLAIZE COUNTY, OHIO

*Douglas A. Spencer*, *Yes*  
Douglas A. Spencer

*David Bambauer*, *yes*  
David Bambauer

*John N. Bergman*, *yes*  
John N. Bergman

cc: County Auditor

IN THE MATTER OF AUTHORIZING THE EXECUTION OF A WORK EXPERIENCE PROGRAM AGREEMENT WITH AUGLAIZE COUNTY CRISIS CENTER AND THE AUGLAIZE COUNTY DEPARTMENT JOB & FAMILY SERVICES .

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The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 5th day of November, 2020.

Commissioner Bambauer moved the adoption of the following:

**RESOLUTION**

**WHEREAS**, the Ohio Department of Job & Family Services has created the Work Experience Program which is to provide work experience for OWF, ABAWDs and FSET participants in an employment environment, that would provide them the opportunity to acquire or upgrade general work skills, training, knowledge and work habits. The main goal of the program is to move participants to self-sufficiency through employment. The Auglaize County JFS and Auglaize County Crisis Center agree that as a condition of this agreement, there shall be no discrimination against any participant on the basis of race, color, national origin, sex, or handicap or any other factor as specified by federal and state laws regarding discrimination; and,

**WHEREAS**, this agreement shall be become effective on October 24, 2024 and will expire on August 31, 2025.

**THEREFORE, BE IT RESOLVED** that the Board of Commissioners, Auglaize County, Ohio, does hereby authorize the execution of the Work Experience Program Agreement negotiated with the Auglaize County Crisis Center.

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

Adopted this  
5th day of  
November, 2024

BOARD OF COUNTY COMMISSIONERS  
AUGLAIZE COUNTY, OHIO

Douglas A. Spencer, Yes  
Douglas A. Spencer

David Bambauer, yes  
David Bambauer

John N. Bergman, yes  
John N. Bergman

✓cc: Auglaize County Department  
of Job & Family Services

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 5<sup>th</sup> day of November, 2024, in the County Commissioner's Chambers, 209 S. Blackhoof St., Wapakoneta, Ohio, with the following members present:

Douglas A. Spencer, David Bambauer and John N. Bergman

Commissioner Bambauer 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 HEALTHCARE FACILITIES IMPROVEMENT AND REFUNDING REVENUE BONDS, SERIES 2024 (OTTERBEIN HOMES OBLIGATED GROUP), BY THE COUNTY OF WARREN, 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, the State of Ohio (the "State") has previously issued its Healthcare Facility Revenue Bonds, Series 2020 (Otterbein Homes Obligated Group) (the "Series 2020 Bonds") to finance the costs to acquire, construct, install and equip "hospital facilities" (as that term is defined in Section 140.01, Ohio Revised Code) (the "Hospital Facilities") within the County of Auglaize, Ohio (the "County") and the County of Warren, Ohio ("Warren County") and elsewhere within the State (the "2020 Project"); and

WHEREAS, Otterbein Homes (the "Corporation"), an Ohio non-profit corporation, has requested that Warren County issue bonds to (a) refinance the Series 2020 Bonds and other outstanding debt of the Corporation (collectively with the Series 2020 Bonds, the "Prior Debt"), and (b) finance the construction of additional Hospital Facilities (the "New Money Project"); and

WHEREAS, the Corporation has represented that it would be more economic and efficient to have one political subdivision of the State of Ohio issue such revenue bonds to refinance the Prior Debt and to finance the New Money Project; and

WHEREAS, Section 140.03, Ohio Revised Code, provides a procedure by which the County and Warren County may enter into an agreement pursuant to which Warren County may issue Healthcare Facilities Improvement and Refunding Revenue Bonds, Series 2024 (Otterbein Homes Obligated Group) (the “Series 2024 Bonds”) in an aggregate principal amount estimated not to exceed \$100,000,000 to refinance the Prior Debt and finance the New Money Project, and the County and Warren County plan to enter into such an Agreement (the “Public Hospital Agencies Agreement”) in connection with the issuance of the Series 2024 Bonds; 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 Series 2024 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 Warren County to authorize Warren County to issue the Series 2024 Bonds for the purpose of refinancing the Prior Debt, a portion of which was issued for the purpose of financing and constructing the 2020 Project, and financing the New Money Project, a portion of which will be located within the County.

**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 Series 2024 Bonds and signing and delivery of the Public Hospital Agencies Agreement as may be required, necessary or appropriate, including, without limitation, conveyances of title to real and personal property, and terminations of financing statements and other releases of security interests in property, such instruments to be prepared by and at the expense of the Corporation and to be in such form as may be approved by the Board, which approval shall be conclusively evidenced by the execution thereof by the members of this Board.

**SECTION 4.** 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, but solely for the purpose of that Section 147(f), the issuance of the Series 2024 Bonds in the maximum principal amount of not to exceed \$100,000,000, a portion of the proceeds of which will be used to refund the Prior Debt and finance the New Money Project. The Corporation has represented to the County that the proceeds of the Series 2024 Bonds will be used for (i) paying the costs of the New Money Project described below in a maximum amount not to exceed \$45,500,000; (ii) retiring: approximately \$28,330,000 outstanding amounts of State of Ohio Healthcare Facility Revenue Bonds, Series 2020 (Otterbein Homes Obligated Group) dated June 3, 2020; approximately \$5,766,652.62 outstanding amounts of the Master Term Note dated August 1, 2022 (Fifth Third Bank); and approximately \$9,500,000 outstanding amounts of the Master Revolving Note dated June 1, 2024 (Fifth Third Bank), as extended and renewed, the proceeds of which were used to finance the costs of the Existing Project described below; (iii) reimbursing Otterbein for additional costs associated with the New Money Project; (iv) paying capitalized interest on the Series 2024 Bonds, if any; and (v) paying certain costs of issuance of the Series 2024 Bonds (collectively, the "Project").

New Money Project:

The New Money Project consists of the acquisition, construction, furnishing and equipping of the following hospital facilities (as defined in the Act, "Hospital Facilities"): (i) maximum principal amount of \$7,000,000 at 11230 OH-364, St. Marys, Ohio; (ii) maximum principal amount of \$7,000,000 at 2158 Columbus Rd, Granville, Ohio; (iii) maximum principal amount of \$16,500,000 at 585 OH-741, Lebanon, Ohio; and (iv) maximum principal amount of \$15,000,000 at 4375 S Co Rd 25A, Tipp City, Ohio.

Existing Project:

The Existing Project consists of the acquisition, construction, and improvement of Hospital Facilities located at: (i) 9400 North Shore Boulevard, Lakeside-Marblehead, Ohio; (ii) 20311 Pemberville Rd, Pemberville, Ohio; (iii) 580 and 581 N. State Route 741, Lebanon, Ohio; (iv) 1114 Neighborhood Drive, Batavia, Ohio; (v) 6405 Small House Circle, Loveland, Ohio; (vi) 201 Marge Schott Way, Maineville, Ohio; (vii) 9320 Avalon Circle, Springboro, Ohio; (viii) 105 Atrium Drive, Middletown, Ohio; (ix) 402 Liberty Way, Gahanna, Ohio; (x) 6690 Liberation Way, New Albany, Ohio; (xi) 5069 Otterbein Way, Monclova, Ohio; (xii) 3529 Rivers Edge Drive, Perrysburg, Ohio; and (xiii) 9640 Sylvania-Metamora Rd, Sylvania, Ohio.

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 Series 2024 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:

Douglas A. Spencer, Yes  
Douglas A. Spencer

David Bambauer, yes  
David Bambauer

John N. Bergman, yes  
John N. Bergman

PASSED this 5<sup>th</sup> day of November, 2024.

Esther Luffel  
Clerk



**PUBLIC HOSPITAL AGENCIES AGREEMENT**

By And Between

COUNTY OF WARREN, OHIO

And

COUNTY OF AUGLAIZE, OHIO

Dated as of November 1, 2024

**PUBLIC HOSPITAL AGENCIES AGREEMENT  
BETWEEN  
COUNTY OF WARREN, OHIO  
And  
COUNTY OF AUGLAIZE, OHIO**

**THIS AGREEMENT (the “Agreement”)**, is made and entered into as of the 1st day of November, 2024 by and between the COUNTY OF WARREN, OHIO (the “Issuer”) and the COUNTY OF AUGLAIZE, OHIO (the “County”), each of which is a political subdivision of the State of Ohio constituting “public hospital agencies” as that term is defined in Section 140.01, Ohio Revised Code, including the Issuer, being herein referred to as the “Public Hospital Agencies”, which have heretofore adopted or will, by appropriate resolutions, solely for the purpose of Section 147(f) of the Internal Revenue Code of 1986, approve the issuance of health care facilities revenue bonds (the “Bonds” as further described hereafter) by the Issuer in order to finance and/or refinance the acquisition, construction, renovation and equipping of “hospital facilities”, as that term is defined in Section 140.01, (“Hospital Facilities”) Ohio Revised Code, further described herein, located within the geographic bounds of the Issuer and the County (collectively, the “Project” as further described hereafter) for Otterbein Homes, an Ohio nonprofit corporation (the “Corporation”), Otterbein St. Marys, LLC, an Ohio limited liability corporation (the “Obligated Group Member”), each of which constitutes a “nonprofit hospital agency” as that term is defined in Section 140.01, Ohio Revised Code.

WHEREAS, at the request the Corporation and the Obligated Group Member, the Board of County Commissioners of the Issuer has determined to authorize the issuance of not to exceed \$100,000,000 of County of Warren, Ohio Healthcare Facilities Improvement and Refunding Revenue Bonds, Series 2024 (Otterbein Homes Obligated Group) (the “Bonds”), the proceeds of which will be made available to finance and refinance the acquisition, construction, renovation and equipping of the Project, which shall consist of the New Money Project and the Refunding Project described below:

New Money Project:

The New Money Project includes: (i) the acquisition, construction, equipping and installation of Hospital Facilities, including 64 independent living units with 15 units at Otterbein St. Mary’s Senior Living facility located in St. Mary’s, Auglaize County, Ohio, 16 units at Otterbein at Granville located in Granville, Licking County, Ohio, and 33 units at Otterbein Lebanon located in Lebanon, Warren County, Ohio (the “New Money Improvement Project”, (ii) the acquisition of a senior independent living community which will be called Otterbein SpringMeade, consisting of 81 cottages, 5 adult care units, and a nursing home with 114 beds located in Tipp City, Miami County, Ohio from Upper Valley Medical Center, a Premier Health Hospital (“**New Money Acquisition Project**”) and (iii) paying certain costs associated with the issuance of the Bonds.

Refunding Project:

(1) Refunding the State of Ohio Healthcare Facility Revenue Bonds, Series 2020 (Otterbein Homes Obligated Group) (the “Series 2020 Bonds”), which were issued to

finance the acquisition, construction, renovation, repurposing, installation and equipping of certain Hospital Facilities, including, without limitation, the acquisition, construction, installation and equipping of facilities located at: (i) 9400 North Shore Boulevard, Lakeside-Marblehead, Ohio; (ii) 20311 Pemberville Road, Pemberville, Ohio; (iii) 580 and 581 N. State Route 741, Lebanon, Ohio; (iv) 1114 Neighborhood Drive, Batavia, Ohio; (v) 6405 Small House Circle, Loveland, Ohio; (vi) 201 Marge Schott Way, Maineville, Ohio; (vii) 9320 Avalon Circle, Springboro, Ohio; (viii) 105 Atrium Drive, Middletown, Ohio; (ix) 402 Liberty Way, Gahanna, Ohio; (x) 6690 Liberation Way, New Albany, Ohio; (xi) 5069 Otterbein Way, Monclava, Ohio; and (xii) 3529 Rivers Edge Drive, Perrysburg, Ohio.

- (2) Retiring that certain Master Term Note dated August 1, 2022 (“Series 2022 Master Term Note”), issued by the Obligated Group to Fifth Third Bank, as lender, which Series 2022 Master Term Note was issued to finance the acquisition, construction, renovation, repurposing, installation and equipping of certain Hospital Facilities in Pemberville, Ohio, specifically the renovation of an old assisted living wing to create 50 skilled nursing beds.
- (3) Refunding a portion of that certain Master Revolving Note dated June 1, 2024, as extended (the “Series 2024 Master Revolving Note”), issued by the Obligated Group to Fifth Third Bank, as lender, which Series 2024 Master Revolving Note was issued to finance the acquisition, construction, renovation, repurposing, installation and equipping of certain Hospital Facilities, including, as applicable to the Bonds, 3 new independent living homes at Otterbein Lebanon, the construction of 10 new independent living units and renovations for tenant space for an urgent care operated by Premier Health or its affiliate, an Ohio non-profit corporation and tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, at Otterbein Sunset Village located in Sylvania, Lucas County, Ohio.

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

WHEREAS, pursuant to the Constitution and Laws of the State of Ohio, and particularly Chapter 140, Ohio Revised Code, Ohio, political subdivisions are authorized to issue revenue bonds for the purpose of financing and refinancing all or part of the cost of Hospital Facilities suitable for use by any participating hospital agency and to lease such Hospital Facilities to such participating hospital agency, which lease must provide for the rentals by such participating hospital agency sufficient to amortize the debt service on such revenue bonds; and

WHEREAS, the Public Hospital Agencies are authorized by Section 140.03, Ohio Revised Code to cooperate and act jointly in exercising powers, privileges, and authority capable of exercise by the Public Hospital Agencies in their respective individual capacities; and

WHEREAS, based, solely for the purpose of Section 147(f) of the Internal Revenue Code of 1986, on the representations of the Corporation, it is determined and declared that it is necessary

and for the best interests of the citizens, residents, and inhabitants of the respective jurisdictions served by the Public Hospital Agencies, that the Public Hospital Agencies cooperate in taking action to provide financing for the Project and promote the public health, safety, and general welfare of the jurisdictions served by the Public Hospital Agencies and by the Project, so that the Corporation and the Obligated Group Member may acquire, construct, renovate, repurpose, install and equip the Project, to promote the public purpose set forth in Section 140.02, Ohio Revised Code and reduce the cost of patient care and to provide a savings to the parties and others who must pay for such care; and

WHEREAS, based, solely for the purpose of Section 147(f) of the Internal Revenue Code of 1986, on the representations of the Corporation, it is determined and declared that the Project and this Agreement will better provide 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, it is necessary, desirable, and authorized by Chapter 140, Ohio Revised Code that the County approve, but solely for the purpose of Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), the issuance by the Issuer of the Bonds to provide funds to finance and refinance the costs of the Project; and

WHEREAS, it is deemed advisable that the Public Hospital Agencies enter into this Agreement to authorize the Issuer to issue the Bonds, the proceeds of which shall be used to finance and refinance the Project, all of which will promote the public purposes stated in Section 140.02, Ohio Revised Code; and

WHEREAS, the Issuer intends to issue the Bonds in order to finance and refinance the acquisition, construction, installation and equipping of the Project;

NOW, THEREFORE, THE COUNTY OF WARREN, OHIO AND COUNTY OF AUGLAIZE, HEREBY AGREE AS FOLLOWS:

## ARTICLE I

### ISSUANCE OF BONDS BY PUBLIC HOSPITAL AGENCIES

The Public Hospital Agencies hereby jointly associate for the purpose of authorizing the Issuer to issue the Bonds to finance and refinance the portion(s) of the Project (as defined in the Preambles hereto) within their respective boundaries pursuant to Chapter 140, Ohio Revised Code. The Issuer has adopted a resolution authorizing the execution of this Agreement and approving the issuance of the Bonds. The Bonds will be special obligations of the Issuer and are not obligations of or issued on behalf of the County.

The Hospital Facilities financed and refinanced from the proceeds of the Bonds shall be leased by the Corporation or its affiliates to the Issuer and subleased pursuant to the provisions of Section 140.05, Ohio Revised Code, by the Issuer to the Corporation or its affiliates and the proceedings authorizing such Bonds may provide for the pledging of all or any part of the hospital receipts, as defined in Section 140.01, Ohio Revised Code (the "Hospital Receipts"), and the investment income therefrom, to be received by or on behalf of the Issuer pursuant to such sublease

agreement entered into in connection with the issuance of the Bonds, and such proceedings may provide that, as security for the Bonds, the Issuer agrees to pledge, and/or grant security interests in such Hospital Receipts, and in any other funds or revenues contributed to or received by the Public Hospital Agencies in connection with such Project; such pledged Hospital Receipts will be assigned by the Issuer to the trustee for the bondholders.

The Public Hospital Agencies contemplate and specifically authorize the Issuer to carry out all actions necessary to implement the Project and issue the Bonds, and the Issuer hereby accepts the authorization to act in such capacity.

## ARTICLE II

### ADDRESSES AND PLACES OF BUSINESS

The principal offices and places of business of the Public Hospital Agencies shall be as follows:

Issuer:	County of Warren, Ohio County Administration Building 406 Justice Drive Lebanon, Ohio 45036 <u>Attn:</u> Clerk, Board of County Commissioners
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County of Auglaize, Ohio	County of Auglaize, Ohio 209 S. Blackhoof Street, Room 201 Wapakoneta, Ohio 45895-1972 <u>Attn:</u> Clerk, Board of County Commissioners
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## ARTICLE III

### DURATION

This Agreement shall be effective from and after its execution by the Public Hospital Agencies. The duration of this Agreement from and after said effective date shall be until the date of final payment and retirement of all Bonds issued by the Issuer pursuant to this Agreement. The only Bonds authorized to be issued pursuant to this Agreement shall be Bonds issued to finance the acquisition, construction, installation and equipping of the Project.

## ARTICLE IV

### NO SEPARATE GOVERNING BODY; COSTS

There shall be no separate governing body of this Agreement. The Agreement is undertaken jointly by the Public Hospital Agencies, and all actions pursuant to this Agreement, other than the resolution adopted by the County authorizing this Agreement and approving the Issuer's issuance of the Bonds, shall be undertaken by the Issuer, with all proceedings and

documents being signed by authorized representatives of the Issuer, and the Bonds may be executed with the manual or facsimile signature of the appropriate official or officials of the Issuer.

The County shall have no financial obligation with respect to the Bonds or the Project. With respect to the Issuer, the financing for the Project shall be provided from the proceeds from the sale of the Bonds, earnings thereon, Hospital Receipts from the Corporation and fees paid in connection with the Project, and the Issuer shall not be obligated to provide funds for the Project from any other sources, and shall not be required to establish and maintain a budget for the Project.

ARTICLE V

**TERMINATION OF AGREEMENT; WITHDRAWAL OF PUBLIC HOSPITAL AGENCIES; AMENDMENTS**

(a) Any Public Hospital Agency may terminate this Agreement and withdraw its approval of the proposed Project at any time prior to the issuance of the Bonds, upon thirty days' written notice to the other Public Hospital Agencies, and may otherwise withdraw upon such notice upon the following conditions:

(1) Such termination at that time shall not, in the opinion of recognized Bond Counsel, constitute an act of default in connection with any outstanding bonds, or any obligation(s) of such terminating Public Hospital Agency under any agreement with any of the other Public Hospital Agencies; and

(2) This Agreement may be amended at any time, including, without limitation, amendments which add additional public hospital agencies as parties to this Agreement, with the written consent of all parties hereto to such amendment or amendments, without any further action being necessary with respect to such amendment or amendments.

ARTICLE VI

**BONDS SHALL NOT CONSTITUTE OBLIGATIONS OF THE COUNTY OR GENERAL OBLIGATION INDEBTEDNESS OF THE ISSUER, AND NO OFFICIAL SHALL HAVE ANY PERSONAL LIABILITY FOR BONDS OR ANY INDEBTEDNESS IN CONNECTION THEREWITH**

Bonds issued pursuant to this Agreement shall be revenue obligations of the Issuer, payable solely from and secured by a pledge of the proceeds of the Bonds until disbursed, the investment of such proceeds (including loans purchased with such proceeds), and all revenues, funds, proceeds of insurance, and other assets pledged under the trust indenture authorizing and securing the Bonds, which amount shall be pledged to be set aside as a special fund or funds for that purpose, and such Bonds shall not constitute general obligations, debt or bonded indebtedness of the Issuer or any Public Hospital Agency within the meaning of the Constitution and laws of the State of Ohio and the holders or owners thereof shall not be given the right, and shall have no right, to have

excises or taxes levied for the payment of bond service charges. The Bonds shall not be obligations of the County.

None of the officials of the Public Hospital Agencies, or of any of the members of the legislative bodies of the jurisdictions served by the Public Hospital Agencies or their officers or employees, shall be liable in their personal capacities on such Bonds, bond proceedings, other agreements or the contract created pursuant to this Agreement.

This Agreement shall be construed and enforced in accordance with the laws of the State of Ohio.

## ARTICLE VII

### **MULTIPLE COUNTERPARTS**

This Agreement may be executed in multiple counterparts, each of which shall be regarded as an original and all of which shall constitute but one and the same instrument.

IN TESTIMONY WHEREOF, witness the execution hereof by the County of Warren, Ohio by the members of its Board of County Commissioners, duly authorized as of the date first above written.

**COUNTY OF WARREN, OHIO**

By: \_\_\_\_\_  
County Commissioner

By: \_\_\_\_\_  
County Commissioner

By: \_\_\_\_\_  
County Commissioner

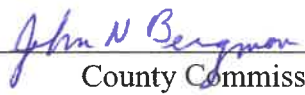


IN TESTIMONY WHEREOF, witness the execution hereof by the County of Auglaize Ohio by the members of its Board of County Commissioners, duly authorized as of the date first above written.

**COUNTY OF AUGLAIZE, OHIO**

By:   
County Commissioner

By:   
County Commissioner

By:   
County Commissioner

## INDEMNIFICATION AND INDUCEMENT AGREEMENT

**THIS INDEMNIFICATION AND INDUCEMENT AGREEMENT** (this “Agreement”) is dated as of the 5<sup>th</sup> day of November, 2024, between the **BOARD OF COUNTY COMMISSIONERS OF AUGLAIZE COUNTY, OHIO**, a body corporate and politic organized and existing under the laws of the State of Ohio (the “County”), and **OTTERBEIN HOMES**, an Ohio nonprofit corporation (the “Corporation”), under the following circumstances:

The Corporation is a “nonprofit hospital agency” as defined in Section 140.01, Ohio Revised Code, and desires to finance the acquisition, construction, renovation, repurposing, installation and equipping of certain “Hospital Facilities” as defined in Section 140.01, Ohio Revised Code, located at 11230 OH-364, St. Marys, Ohio 45885, including specifically the construction of new independent living units (the “Project”).

The Corporation desires to have the costs of the Project financed with the proceeds of revenue bonds issued by Warren County, Ohio (“Warren County”) to finance the Project and additional Hospital Facilities located elsewhere in the State of Ohio (collectively, the “Bonds”).

The Project and the Bonds will promote the public health, safety, and general welfare of the jurisdictions served by the Project, so that the Corporation may acquire, construct, renovate, repurpose, install and equip the Project, promote the public purpose set forth in Section 140.02, Ohio Revised Code, and reduce the cost of patient care.

**NOW, THEREFORE**, the County and the Corporation agree as follows:

At the request of the Corporation, and subject to necessity of any public hearing requirement under Section 147(f) of the Internal Revenue Code of 1986 and the requirements of this Agreement, the County will enact the necessary legislation to authorize the execution and delivery of (a) a Public Hospital Agency Agreement; and (b) such other documents necessary to facilitate the issuance of the Bonds by Warren County (the “Transaction Documents”). The Transaction Documents, the legislation and other necessary documents shall have such terms acceptable and approved by the County, by the County’s counsel, by bond counsel acceptable to Warren County, the purchaser(s) of the Bonds and the Corporation. The County will cooperate to the fullest extent in consummating the transaction.

Pending issuance of the Bonds, the Corporation will provide, without expense to the County, any necessary interim financing for the Project. The County shall have no financial responsibility with respect to the Bonds or the Project. If the Bonds have not been issued within 18 months, this Agreement shall terminate. Upon any termination of this Agreement, neither the County nor the Corporation shall have any further rights or obligations hereunder, except that the obligations of the Corporation under paragraph 5 hereof shall survive any such termination.

In order to induce the County to execute and deliver this Agreement, the Corporation hereby agrees to defend, indemnify and hold the County and its officials, officers and members harmless from and against any and all loss, cost, expense, claims, actions, or inquiries arising out of or connected with (directly or indirectly) the execution and delivery of this Agreement and the consummation of the transactions contemplated hereunder, including without limitation, the Project and the Bonds. Such indemnity shall include, not by way of limitation, any and all legal fees and administrative costs and expenses incurred by the County arising from such claims, actions, or inquiries.

This Agreement may be assigned by the Corporation to any related or successor person or entity in which the Corporation has a controlling interest.

[Signature page to Inducement and Indemnification Agreement]

**IN WITNESS WHEREOF**, the County, pursuant to resolution of its Board of County Commissioners, has caused this Agreement to be executed by the individual whose name and title appear below, and the Corporation has caused this Agreement to be duly executed as of the date first above written, but actually on the date by their respective executions.

**OTTERBEIN HOMES**

By: \_\_\_\_\_  
Name:  
Title:

Dated: \_\_\_\_\_, 2024

[Signature page to Inducement and Indemnification Agreement]

**IN WITNESS WHEREOF**, the County, pursuant to resolution of its Board of County Commissioners, has caused this Agreement to be executed by the individual whose name and title appear below, and the Corporation has caused this Agreement to be duly executed as of the date first above written, but actually on the date by their respective executions.

**BOARD OF COUNTY COMMISSIONERS OF  
AUGLAIZE COUNTY**

By: David Bambauer  
Name: David Bambauer  
Title: County Commissioner

By: Doug Spencer  
Name: Doug Spencer  
Title: County Commissioner

By: John Bergman  
Name: John Bergman  
Title: County Commissioner

Dated: November 5, 2024

**IN THE MATTER OF FINDING THE AUGLAIZE COUNTY CRISIS CENTER, INC. AS AN ELIGIBLE DOMESTIC VIOLENCE SHELTER TO RECEIVE FUNDING FOR CALENDAR YEAR 2024.**

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The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 5th day of November, 2024

Commissioner Bambauer moved the adoption of the following:

**RESOLUTION**

**WHEREAS**, pursuant to Ohio Revised Code Section 3113.34, the County Probate Court receives funds for each marriage license issued in the county to provide financial assistance to shelters for victims of domestic violence and the County Common Pleas Court, pursuant to Ohio Revised Code 2303.201 (D), collects funds in each action or proceeding for annulment, divorce or dissolution of marriage for the purchase of funding shelters for victims of domestic violence pursuant to Ohio Revised Code Section 3113.35 to 3113.39 ; and,

**WHEREAS**, Auglaize County Crisis Center, Inc. complies with all appropriate standards for Domestic Violence Shelters and has requested of the Board of County Commissioners to release the funds, which have been collected by Probate Court and Common Pleas Court, to said Crisis Center.

**THEREFORE BE IT RESOLVED** that the Board of County Commissioners of Auglaize County, Ohio, does hereby find the Auglaize County Crisis Center, Inc. to be an eligible and qualifying domestic violence shelter to receive funding from fees collected in the County Probate Court and Common Pleas Court; and,

**BE IT FURTHER RESOLVED** that a copy of this Resolution be forwarded to the Auglaize County Crisis Center, Inc. and the County Auditor as their notification of eligibility for funding; and,

**BE IT FURTHER RESOLVED** that payments of above mentioned funding be made, pursuant to Ohio Revised Code, Section 3113.35 (C), to the Auglaize County Crisis Center, Inc. on a semi-annual basis.

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

Adopted this  
5th day of  
November, 2024

BOARD OF COUNTY COMMISSIONERS  
AUGLAIZE COUNTY, OHIO

Douglas A. Spencer, Yes  
Douglas A. Spencer

David Bambauer, Yes  
David Bambauer

John N. Bergman, yes  
John N. Bergman

cc: County Auditor  
Auglaize County Crisis Center, Inc.

**IN THE MATTER OF AMENDING THE ANNUAL APPROPRIATION DUE TO MONEYS CERTIFIED AND NOT APPROPRIATED.**

\*\*\*\*\*

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 5th day of November, 2024.

Commissioner Bambauer moved the adoption of the following:

**RESOLUTION**

**WHEREAS**, the Board has received a request from the Auglaize County CBDD Director of Business & Finance to increase the 2024 Annual Appropriation with moneys that were certified and unappropriated; and,

**WHEREAS**, DD Donations Fund:

**Increase 502.0502.530400 (Equipment) by \$40,000.00.**

**THEREFORE BE IT RESOLVED** that the Board of County Commissioners of Auglaize County, Ohio, does hereby authorize the 2024 Annual Appropriation Resolution to be amended to show the increase as tabulated above.

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

Adopted this  
5th day of  
November, 2024

BOARD OF COUNTY COMMISSIONERS  
AUGLAIZE COUNTY, OHIO

Douglas A. Spencer, Yes  
Douglas A. Spencer

David Bambauer, Yes  
David Bambauer

John N. Bergman, Yes  
John N. Bergman

cc:  County Auditor  
 County Administrator  
 DD Board

**IN THE MATTER OF DOCUMENTING THE RECEIPT OF BIDS FOR THE ROEDIGER #3 DITCH PROJECT; AWARDING THE CONTRACT TO GERDING CONTRACTING.**

\*\*\*\*\*

The Board of Auglaize County Commissioners met in regular session on the 5th day of November, 2024.

Commissioner Bambauer moved the adoption of the following:

**RESOLUTION**

**WHEREAS**, on September 17, 2024, Resolution #24-469 the Board of County Commissioners set October 29, 2024 at 10:00 a.m. as the date to receive the bids for the Roediger #3 Ditch Project; and,

**WHEREAS**, the following bids for labor and materials were received:

From: Gerding Contracting	\$32,641.56;
Cy Schwieterman, Inc.	\$34,390.10;
Quinten Larison Excavating	\$35,111.83*; *corrected
Engineer's Estimate -	\$36,048.23; and,

**WHEREAS**, the bids were given to the County Engineer personnel for review and comparison and upon review of the bid, as received, the Drainage Engineer Sam Philipot recommended the award be presented to Gerding Contracting for the Roediger #3 Ditch project as its bid is the best and lowest bid.

**THEREFORE, BE IT RESOLVED** that the Board of County Commissioners, Auglaize County, Ohio, does hereby award the bid for the construction of Roediger #3 Ditch Project to Gerding Contracting in the amount of \$32,641.56; and,

**BE IT FURTHER RESOLVED** that the County Engineer is hereby directed to prepare the contract and bond and, having secured the signatures of said bidder and its surety, present the same to the Board of County Commissioners for approval and execution; and,

**BE IT STILL FURTHER RESOLVED** that the ditch construction completion date shall be completed by September 30, 2025 for the Roediger #3 Ditch Project.

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

Adopted this  
5th day of  
November, 2024

BOARD OF COUNTY COMMISSIONERS  
AUGLAIZE COUNTY, OHIO

Douglas A. Spencer , Yes  
Douglas A. Spencer

David Bambauer , Yes  
David Bambauer

John N. Bergman , Yes  
John N. Bergman

cc: ✓ County Engineer  
    Bidders