

IN THE MATTER OF APPROVING AND EXECUTING THE SECOND AMENDMENT TO THE PURCHASE AND SALE AGREEMENT BETWEEN AUGLAIZE HOLDINGS LLC AND COUNTY OF AUGLAIZE, OHIO FOR THE AUGLAIZE ACRES FACILITY.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 30th day of October, 2018.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, a Purchase and Sale Agreement was executed on August 7th, 2018 in Resolution #18-306 by and between the Auglaize County Board of Commissioners (the "Seller") and Auglaize Holdings LLC ("Purchaser") concerning the business and real property of the Auglaize Acres nursing home located at 13093 Infirmary Road, Wapakoneta, Auglaize County, Ohio 45895; and,

WHEREAS, the First Amendment for the Purchase and Sale Agreement was executed on September 25, 2018 in Resolution #18-370 between the above mentioned parties; and,

WHEREAS, Seller and Purchaser desire to amend the Agreement in accordance with the terms of the Second Amendment as follows; and,

1. Defined Terms. All capitalized terms set forth in this Second Amendment which are not otherwise defined herein shall have the same meaning as ascribed to such terms in the Agreement.
2. Section 6(a). Section 6(a) of the Agreement is hereby amended to provide that the Due Diligence Expiration Date is extended for an additional four (4) days until October 30, 2018. All references hereinafter to the Due Diligence Expiration Date in the Agreement shall refer to October 30, 2018.
3. Full Force and Effect. Except as specifically provided herein, the Agreement is unchanged and remains in full force and effect.
4. Counterparts; Facsimile Execution. This Second Amendment may be executed in several counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same agreement. This Second Amendment may be executed and delivered by electronic facsimile or PDF transmission.

WHEREAS, the Board finds the Second Amendment to the Purchase and Sale Agreement to be in order.

THEREFORE, BE IT RESOLVED that the Board of Commissioners, Auglaize County, Ohio, does hereby approve the agreement and authorize the County Administrator to execute and does hereby ratify the execution of the Second Amendment to the Purchase and Sale Agreement and any transaction documents related thereto.

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

Adopted this
30th day of
October, 2018

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

Douglas A. Spencer
Douglas A. Spencer

Don Regula
Don Regula

John N. Bergman
John N. Bergman

cc: County Auditor
✓ County Prosecutor
✓ Auglaize Acres – Kim Sudhoff
✓ Rolf Goffman Martin Lang LLP

SECOND AMENDMENT TO PURCHASE AND SALE AGREEMENT

THIS SECOND AMENDMENT TO PURCHASE AND SALE AGREEMENT (this “Second Amendment”) is made and entered into effective as of 26th Day of October 2018, by and between COUNTY OF AUGLAIZE, OHIO, a county and political subdivision of the State of Ohio (“Seller”) and AUGLAIZE HOLDINGS LLC, an Ohio limited liability company (“Purchaser”). For purposes of this Second Amendment, Seller and Purchaser may be referred to as a “Party” and collectively, the “Parties.”

WITNESSETH:

WHEREAS, Seller and Purchaser entered into that certain Purchase and Sale Agreement dated as of August 7, 2018, as amended by the First Amendment to Purchase and Sale Agreement dated September 25, 2018 (the “Agreement”);

WHEREAS, Seller and Purchaser desire to amend the Agreement in accordance with the terms of this Second Amendment.

NOW, THEREFORE, in consideration of the covenants and agreements herein contained, the adequacy and sufficiency of which are hereby acknowledged by the Parties, the Parties hereto agree as follows:

1. Defined Terms. All capitalized terms set forth in this Second Amendment which are not otherwise defined herein shall have the same meaning as ascribed to such terms in the Agreement.
2. Section 6(a). Section 6(a) of the Agreement is hereby amended to provide that the Due Diligence Expiration Date is extended for an additional four (4) days until October 30, 2018. All references hereinafter to the Due Diligence Expiration Date in the Agreement shall refer to October 30, 2018.
3. Full Force and Effect. Except as specifically provided herein, the Agreement is unchanged and remains in full force and effect.
4. Counterparts; Facsimile Execution. This Second Amendment may be executed in several counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same agreement. This Second Amendment may be executed and delivered by electronic facsimile or PDF transmission.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Seller and Purchaser have each caused this Second Amendment to be executed by its duly authorized officer all as of the day and year first above written.

SELLER:

COUNTY OF AUGLAIZE, OHIO,
a county and political subdivision of the State of Ohio

By: Erica L. Preston
Name: Erica L. Preston
Title: County Administrator

PURCHASER:

AUGLAIZE HOLDINGS LLC,
an Ohio limited liability company

By: _____
Name: Elliott Jacobs
Title: Member

IN THE MATTER OF COMMISSIONERS' FINDING AFFIRMING FORMER ORDER, CONFIRMING THE ASSESSMENTS, AND ORDERING THE LETTING OF THE CONTRACTS FOR ROGERS #2 DITCH PROJECT.

The Board of Auglaize County Commissioners met in regular session on the 30th day of October, 2018.

Commissioner Regula made the motion to adopt of the following:

RESOLUTION

WHEREAS, on October 25, 2018 the Board of County Commissioners held the final hearing for the Rogers #2 Ditch project on the Reports and Schedules of the County Engineer, on the estimated assessments, on claims for compensation or damages and on the proceedings for the improvement, and on application filed for change of route or change in the nature, kind and extent of the work proposed to be done; and,

WHEREAS, said Board finds that due and legal notice of this final hearing has been given as required by law; and,

WHEREAS, said Board has heard all the evidence offered in the proceedings and received and considered all the schedules and reports filed by the County Engineer; and,

WHEREAS, at the time the assessment process was reviewed and assessments were discussed, landowners present were in favor of the project, with said landowners requesting that sixteen (16) semi-annual payment financing should be sought for the note for the balance of moneys needed to complete payment of project after the thirty day assessment payment period has passed.

THEREFORE, BE IT RESOLVED that the Board of County Commissioners, Auglaize County, Ohio, does hereby rule in favor of this improvement as in its former order; and,

BE IT STILL FURTHER RESOLVED that said Board does approve the maps, profiles, plans, schedules, and reports prepared and presented by the County Engineer at the final hearing; and,

BE IT STILL FURTHER RESOLVED that the Board of County Commissioners, Auglaize County, Ohio, does hereby hereby set **November 20th, 2018 at 1:30 p.m.** as the date and time to receive and publicly open bids in the Commissioner's Chambers, Administration Building, 209 S. Blackhoof Street – Room 201, Wapakoneta, Ohio for the construction of this project; and,

BE IT FURTHER RESOLVED that the completion date for this project is October 1, 2019; and,

BE IT FURTHER RESOLVED that the County Engineer is hereby authorized to proceed with the necessary legal steps to cause for the above bid opening.

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

Adopted this
30th day of
October, 2018

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

,
Douglas A. Spencer

,
Don Regula

,
John N. Bergman

✓cc: County Engineer

IN THE MATTER OF AUTHORIZING BUDGET ADJUSTMENTS.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 30th day of October, 2018.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, the Board has been requested to authorize budget adjustments as follows: and,

Board of Elections Fund:			
Amount:	From:	To:	
\$ 3,000.00	001.0301.530301 (Software)	001.0301.510201 (Poll workers Salary)	
\$ 3,000.00	001.0301.530400 (Equipment)	001.0301.530300 (Supplies)	

THEREFORE BE IT RESOLVED that the Board of County Commissioners of Auglaize County, Ohio, does hereby authorize the budget adjustments to show the changes as tabulated above.

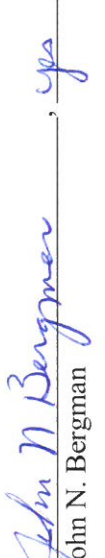
Commissioner Bergman seconded the Resolution and upon the roll being called, the vote resulted in the adoption of the Resolution as follows:

Adopted this
30th day of
October, 2018

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO


Douglas A. Spencer


Don Regula


John N. Bergman

✓cc: County Auditor
✓Bd. of Elections Director

IN THE MATTER OF SETTING DATE, TIME AND LOCATION AT WHICH TO CONVENE
SPECIAL SESSIONS OF THE AUGLAIZE COUNTY BOARD OF COMMISSIONERS.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 30th day of October, 2018.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, pursuant to Ohio Revised Code Section 305.07, "the Board of County Commissioners may provide by Resolution for the holding of special sessions"; and,

WHEREAS, the Board must set special sessions for the purpose of attending WAEDC Annual Meeting on Wednesday, October 31, 2018 from 11:30 p.m. – 1:00 p.m. Grand Plaza Banquet Room, Wapakoneta, Ohio; and for attending Auglaize County Township Association Annual Banquet on Saturday, November 3, 2018 from 5 p.m. – 7:30 p.m. at the Eagles, Wapakoneta, Ohio or until the conclusion of the meetings.

THEREFORE BE IT RESOLVED that the Board of County Commissioners of Auglaize County, Ohio, does hereby set Wednesday, October 31, 2018 from 11:30 p.m. – 1:00 p.m. and does hereby set Saturday, November 3, 2018 from 5:00 p.m. – 7:30 p.m. or until such time as the meeting is concluded at the location so named above as the date, time and place to convene special sessions for said Board for the purposes as set forth; and,

BE IT FURTHER RESOLVED that a copy of this Resolution to be provided to The Evening Leader, The Wapakoneta Daily News, The Lima News and The Daily Standard to ensure adequate public notice of these special sessions.

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

Adopted this
30th day of
October, 2018

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

Douglas A. Spencer
Douglas A. Spencer

Don Regula
Don Regula

John N. Bergman
John N. Bergman

✓✓✓
cc: newspapers

IN THE MATTER OF AUTHORIZING A FINANCIAL ADVANCEMENT TO AUGLAIZE ACRES FOR THE PURPOSE OF MEETING FACILITY'S OBLIGATIONS; DIRECTING FULL PAY BACK AFTER THE SALE OF THE FACILITY; AND AMENDING THE ANNUAL APPROPRIATION DUE TO MONEYS CERTIFIED AND NOT APPROPRIATED AS REQUESTED BY THE COUNTY ADMINISTRATOR.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 30th day of October, 2018.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, pursuant to the recommendation of the County Administrator Erica Preston that the Board ascertained that, at this time, said Auglaize Acres is in need of a financial advancement to meet payment obligations; and,

WHEREAS, the Board has reviewed the information and has determined that an advancement will be made from the County General Fund to Auglaize Acres in the amount of \$75,000.00; same to be reimbursed to the County General Fund as the Acres facility sees fit with complete payment being made, in full, with the sale of the facility.

THEREFORE, BE IT RESOLVED that the Board of Commissioners, Auglaize County, Ohio, does hereby authorize the above mentioned financial advancement of \$75,000.00 to Auglaize Acres at the terms so stated: From County General Fund with reimbursement to County General Fund as financial situation of Auglaize Acres allows, with payment in full being upon the completion of the sale of the facility:

Advance Out 001.1200.400200
Advance In 097.0200.400100.

WHEREAS, the Board has been requested by the County Administrator, Erica L. Preston, to amend the Annual Appropriation with moneys that the County Auditor has certified and were unappropriated for the following fund listed below:

097 County Home Fund.

THEREFORE BE IT RESOLVED that the Board of County Commissioners of Auglaize County, Ohio, does hereby authorize the 2018 Annual Appropriation Resolution to be amended as follows:

Increase 097.0097.530600 (Contract Services) - by \$70,000.00;
Increase 097.0097.530900 (Other Expenses) - by \$ 5,000.00.

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

Adopted this
30th day of
October, 2018

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

Douglas A. Spencer, Yes
Douglas A. Spencer

Don Regula, yes
Don Regula

John N. Bergman, yes
John N. Bergman

ec: Auglaize Acres – Kim Sudhoff
✓ County Auditor

County Commissioners Office
Auglaize County, Ohio
October 30, 2018

NO. 18-435

IN THE MATTER OF AMENDING RESOLUTION #18-368 AND TO AMEND THE DATES FOR VIEW AND HEARING FOR WOEHRMAYER COUNTY DITCH PROJECT.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 30th day of October, 2018.

Commissioner Regula moved the adoption of the following:

RESOLUTION

WHEREAS, on September 202, 2018 in Resolution #18-368 the Board of County Commissioners, Auglaize County, Ohio, accepted the petition and bond for the Woehrmeyer County Ditch Project and also fixed the date for the view and hearing for same; and,

WHEREAS, on October 23, 2018 the Auglaize County Engineer submitted the following correspondence:

Gentlemen,

Due to heavy workload we have been unable to get the notices to the View and 1st Hearing mailed in time for the Woehrmeyer Ditch.

I am requesting the View and 1st Hearing dates to be moved back so we can mail the letters at least 25 days before the View but no more than 90 days later than date of signed petition (September 18, 2018).

THEREFORE, BE IT RESOLVED that the Board of County Commissioners, Auglaize County, Ohio, does hereby approved the County Engineer's request to move the dates of the View and First Hearing for the Woehrmeyer back to accommodate the mailing of the notification letters at least 25 days prior to the View, thus setting the date of the 4th day of December, 2018, at 10:00 a.m., local time, meeting on the NW corner of Walnut Street and Wuebker Road at 500' north of Wuebker Road on Walnut Street, New Bremen, Ohio, as the time and place for the view thereon; and,

BE IT FURTHER RESOLVED that the 27th day of December, 2018, at 1:30 p.m., local time, in the Commissioners Chambers, Assembly Room – 2nd Floor, 209 S. Blackhoof Street, Wapakoneta, Ohio, be and the same is hereby fixed as the time and place for the first hearing on the petition; and,

BE IT STILL FURTHER RESOLVED that notice of said view and hearing to be given as requested by law.

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

Adopted this
30th day of
October, 2018

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

Douglas A. Spencer
Douglas A. Spencer

Don Regula
Don Regula

John N. Bergman
John N. Bergman

✓cc: County Engineer

IN THE MATTER OF COMMISSIONERS' FINDING AFFIRMING FORMER ORDER, CONFIRMING THE ASSESSMENTS, AND ORDERING THE LETTING OF THE CONTRACTS FOR THE PAUL JOINT COUNTY DITCH IMPROVEMENT PROJECT WITH SHELBY COUNTY.

The Joint Board of Auglaize/Shelby County Commissioners met in regular session on the 30th day of October, 2018 with the following members present:

Auglaize County:	Shelby County:
Douglas A. Spencer	Anthony J. Bornhorst
Don Regula	Julie L. Ehemann
John N. Bergman	Robert A. Guillozet

RESOLUTION

WHEREAS, this being the date set in Resolution #18-356, dated September 11, 2018, the Joint Board of Auglaize/Shelby County Commissioners held a final hearing for the Paul Joint County Ditch Improvement Project the Reports and Schedules of the County Engineer, on the estimated assessments, on claims for compensation of damages and on the proceedings for the improvement, and on application filed for change of route or change in the nature, kind and extent of the work proposed to be done; and,

WHEREAS, said Joint Board finds that due and legal notice of this final hearing has been given as required by law; and,

WHEREAS, said Joint Board has heard all the evidence offered in the proceeding and received and considered all the schedules and reports filed by the County Engineer, and,

WHEREAS, certain landowners within the watershed have requested and are agreeing to upsize the diameter/capacity of the subsurface tile at their own cost and are willing to receive a direct assessment to do so:

- From Station 0+00 to 26+05 on the MAIN Tile, the proposed 18" is to be increased to a 24";
- From 26+05 to 45+32 on the MAIN Tile, the proposed 12" is to be increased to a 15";
- From Station 0+00 to 8+65 of BRANCH #1 Tile, the proposed 10" is to be increase to a 12";

Parcel Owner	Auditor's Tax ID	Original Assessment	Adjusted Assessment
MAURER DAVID & CHRISTINE	C09-001-007-00	\$19,129.22	\$28,007.32
DICKE JENNIFER & MICHAEL	K29-361-010-00	\$11,797.83	\$22,845.83
BROERMAN PATRICIA (TRUSTEE) & PATRICIA	K29-361-004-00	\$20,294.45	\$27,597.95

Main tile construction estimate changed from \$107,455.42 to \$133,614.42
Branch #1 construction estimate changed from \$12,236.24 to \$13,306.84
The overall estimate will change from \$130,774.95 to \$158,004.55.

WHEREAS, at this hearing, the Auglaize County Engineer reviewed his Engineer's Reports and assessments were discussed with the property owners present requesting that a ten years (20) semi-annual payment financing should be sought for the note for the balance of moneys needed to complete payment of project after the thirty day assessment payment period has passed.

THEREFORE, BE IT RESOLVED that the motion was made by Commissioner Bergman to approve the Paul Joint County Ditch Improvement, as originally petitioned on April 3, 2018 with no crop restriction. Commissioner Bornhorst seconded the motion. Roll call vote taken: Mr. Bergman, yes, Mr. Regula, yes, Mr. Spencer, yes, Mr. Bornhorst, yes, Ms. Ehemann, yes. Motion yes; and,

BE IT FURTHER RESOLVED that said Joint Board does approve the maps, profiles, plans, schedules, and reports prepared and presented by the Auglaize County Engineer and does hereby approves the direct assessments to the above mentioned landowners to upsize the diameter/capacity of the subsurface tile; and,

BE IT FURTHER RESOLVED that the Auglaize County Engineer will perform the permanent maintenance on the entire project area:

MAIN TILE

Commencing at a headwall on the east side of New Bremen-New Knoxville Road located approximately 1,500 feet east Plattner Pike and approximately 2,500 feet north of Dicke Road in Section 36, St. Marys Township, Auglaize County; thence southeasterly in direction with a subsurface drain through the Patricia Broerman property for approximately 2,000 feet crossing onto the Jesse and Susan Paul property approximately 2,900 feet east of Plattner Pike; thence continuing southerly in direction across the Paul property for approximately 500 feet crossing onto the Ned Dicke property approximately 700 feet north of Dicke Road; thence continuing with a subsurface tile in an southeasterly direction across the Michael and Jennifer Dicke property for approximately 600 feet crossing Dicke Road approximately 500 feet west of East Shelby Road; thence continuing with a subsurface tile in a southerly and easterly direction across the Kevin Paul property for approximately 2,000 feet crossing East Shelby Road approximately 1,700 feet South of Dicke Road; thence continuing with a subsurface tile in an easterly direction through East Shelby Road for approximately 50 feet and there to terminate on the east side of East Shelby Road approximately 1,700 feet south of East Shelby Road.

BRANCH 1

Commencing at the main tile located approximately 900 feet north of Dicke Road and approximately 2,400 feet west of East Shelby Road in Section 36, St. Marys Township, Auglaize County; thence southerly in direction with a subsurface drain through the Jesse and Susan Paul property for approximately 900 feet crossing Dicke Road approximately 2,300 feet west of East Shelby Road; thence continuing southerly in direction through Dicke Road for approximately 50 feet and there to terminate on the south side of Dicke Road approximately 2,300 feet west of East Shelby Road.

BRANCH 2

Commencing at the main tile located approximately 450 feet south of Dicke Road and approximately 500 feet west of East Shelby Road in Section 1, German Township, Auglaize County; thence southeasterly in direction with a subsurface drain through the Kevin Paul property for approximately 700 feet crossing East Shelby Road approximately 850 feet south of Dicke Road; thence continuing in direction through East Shelby Road for approximately 50 feet and there to terminate on the east side of East Shelby Road approximately 850 feet south of Dicke Road.

BE IT FURTHER RESOLVED all Ditch Permanent Maintenance moneys for the Paul Ditch Joint project shall be maintained by the Auglaize County Auditor; and,

BE IT FURTHER RESOLVED that the Joint Board of Auglaize and Shelby County Commissioners for the Paul Joint County Ditch Improvement does hereby set **November 27, 2018 at 1:00 p.m.** as the date and time to receive and publicly open bids, in the Chambers of the Auglaize County Commissioners, for the construction of this project; and,

BE IT STILL FURTHER RESOLVED that said Joint Board authorizes the Auglaize County Engineer to proceed with the necessary legal steps to cause the above mentioned project to be published for bidding; and,

BE IT STILL FURTHER RESOLVED that the Joint Board does hereby authorize Auglaize County Commissioners to read aloud the bids received for the above mentioned project and the does hereby authorizes the Auglaize County Engineer to review and make a recommendation to the Joint Board; and,

BE IT STILL FURTHER RESOLVED that the tile installation date October 31, 2019 completion date for this project is December 31, 2019 with no crop restriction; and,

BE IT STILL FURTHER RESOLVED that the Joint Board of Auglaize/Shelby County Commissioners reserves the right to reject and/or all bids received.

Adopted this 30th day of October, 2018

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

Douglas A. Spencer yes
Douglas A. Spencer

Don Regula yes
Don Regula

John N. Bergman yes
John N. Bergman

cc: Auglaize County Engineer
✓ Shelby County Engineer
✓ Shelby County Commissioners

BOARD OF COUNTY COMMISSIONERS
SHELBY COUNTY, OHIO

Anthony J. Bornhorst yes
Anthony J. Bornhorst

Julie L. Ehemann yes
Julie L. Ehemann

ABSENT
Robert A. Guillozet