

IN THE MATTER OF RATIFYING THE EXECUTION BY THE BOARD OF AUGLAIZE COUNTY COMMISSIONERS OF THE CLOSING STATEMENT AND GENERAL BILL OF SALE AND ASSIGNMENT OF THE RIGHT TO OPERATE NURSING HOME BEDS FROM AUGLAIZE ACRES TO LAKE SNF REALTY, LLC.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 12th day of September, 2013.

Commissioner Spacer moved the adoption of the following:

RESOLUTION

WHEREAS, on July 12, 2012, Resolution #12-289, the Board of County Commissioners, Auglaize County, Ohio, approved and authorized the sale of the Right to Operate forty (40) of the county home beds located at the Auglaize Acres to VRC Management, Inc. for the total sum of \$720,000.00; and,

WHEREAS, the agreement for the Purchase of the Right to Operate Skilled Nursing Beds with VRC Management, Inc. (assigned by VCR Management to Lake SNF Realty, LLC, an Ohio limited liability company and assignment approved by the Board of County Commissioners of Auglaize County) was approved in above mentioned resolution; and,

WHEREAS, Lake SNF Realty, LLC has an approved Certificate of Need (CON) from the Ohio Department of Health File No. 9053-01-12X as of August 14, 2013 for the relocation of thirty-six (36) of the nursing home beds from Auglaize Acres to a to-be-constructed nursing facility in Concord Township, Lake County, Ohio and with four (4) beds relinquished to the State of Ohio by the seller; and,

WHEREAS, Auglaize Acres and the Board of Auglaize County Commissioners warrants that it has met all of it obligations as outlined in Articles 1,4 and 10 of the of the Purchase Agreement; and,

WHEREAS, at this time, the Closing Statement and General Bill of Sale and Assignment have been presented to the Auglaize County Board of Commissioners for execution of said authorized "sale of beds".

THEREFORE, BE IT RESOLVED that the agreed purchase price of \$720,000.00, the Board of Auglaize County Commissioners, Auglaize County, Ohio, does hereby approve and ratify the execution of the Closing Statement and the General Bill of Sale and Assignment for the right to Operate thirty six (36) beds to Lake SNF Realty, LLC as outline in the Purchase Agreement.

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

Adopted this
12th day of
September, 2013

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

ABSENT
Don Regula

John N. Bergman, yes
John N. Bergman

Douglas A. Spencer, yes
Douglas A. Spencer

cc: Auglaize Acres – Connie Pierce
Lake SNF Realty, LLC
Chris Foley – Equity Inc.

CLOSING STATEMENT

SELLER: Board of Auglaize County Commissioners, Auglaize County, Ohio

PURCHASER: Lake SNF Realty, LLC, as assignee of VRC Management, Inc.

AGREEMENT: Agreement for Purchase of the Right to Operate Licenses Skilled Nursing Home Beds, dated on or about July 12, 2012, by and between Seller and Purchaser

FACILITY: The Operating Rights to 40 county nursing home beds located at Auglaize Acres, 13093 Infirmiry Road, Wapakoneta, Ohio 45895

PURCHASE PRICE: Seven Hundred Twenty Thousand Dollars (\$720,000.00).

CLOSING DATE: September 17, 2013

FUNDS DUE FROM PURCHASER AT CLOSING:

Description	Amount
Sale Price	\$720,000.00
Deposit Paid – Agreement for Purchase of the right to Operate Nursing Home Beds Section 2.2 [in escrow with Chris Foley, Equity, Inc.]	<\$25,000.00>
Balance due Seller:	\$695,000.00
Less-Broker Fee (paid directly to Equity, Inc., per the attached invoice) at Closing	\$36,000.00
Balance due Seller at Closing – September 17, 2013	\$659,000.00

Payment shall be made via certified check or wire transfer U.S. funds.

This Closing Statement may be executed via facsimile or e-mail and in one or more counterparts, all of which shall be considered an original and one and the same instrument.

Signature page follows

The undersigned have executed this Closing Statement, effective as of September 12th, 2013.

SELLER:

**Board of Auglaize County Commissioners,
Auglaize County, Ohio**

By: ABSENT

Name: Don Regula

Title: President

By: John N Bergman

Name: John N. Bergman

Title: Vice President

By: Douglas A. Spencer

Name: Douglas A. Spencer

Title: Member

BUYER:

Lake SNF Realty, LLC

By: _____

Name: _____

Title: _____

GENERAL BILL OF SALE AND ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Board of County Commissioners Auglaize County, Ohio ("Assignor"), does hereby sell, deliver, transfer, assign, grant and convey to Lake SNF Realty, LLC, an Ohio limited liability company ("Assignee"), all of Assignor's rights, title and interests in and to the Beds (as defined in the Purchase Agreement).

RECITALS

- A. Assignor operates a licensed nursing home know as **Auglaize Acres, 13093 Infirmary Road, Wapakoneta, Ohio 45895 Ohio** (Auglaize County) 44003 (the "Facility");
- B. Assignor desires to sell and transfer to Assignee, and Assignee desire to purchase and accept from Seller, the right to operate forty (40) of the licensed nursing home beds located at the Facility with four (4) bed of the forty (40) purchased to be relinquished by the Seller to the Ohio Department of Health;
- C. On March 19, 2013, Assignee was granted certificate of need Ohio Department of Health File No. 9053-01-12X, which approval was subsequently appealed, and such appeal later dismissed, with the Director ultimately approving on August 14, 2013 the relocation of the 36 Beds from the Facility to a to-be-constructed nursing facility in Concord Township, Ohio, and the decertification of four (4) beds by Seller.

ASSIGNMENT AND BILL OF SALE

TO HAVE AND TO HOLD the Beds unto Assignee to and for its use and benefit forever, with full power and authority to Assignee with respect to the Beds to demand, receive, and sue for, either in the name of Assignee or in the name of Assignor, or otherwise to obtain possession of the Beds and enforce the rights transferred hereunder, hereby ratifying and confirming all that Assignee may do by virtue hereof. The assignment contemplated hereby pertains only to the Beds, and to no other asset or liability, be it tangible or intangible.

NOW, THEREFORE, for the amount of Seven Hundred Twenty Thousand Dollars (\$720,000.00)(the "Purchase Price"), the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby grant, bargain, sell, deliver, transfer, assign and convey unto Assignee, its successors and assigns forever, all of Assignor's right, title and interest in and to the Beds, free and clear of all liens, encumbrances, covenants, conditions, restrictions, leases, tenancies, security interests, licenses, claims and options. Assignor hereby represents, warrants, and covenants to and with Assignee, its successors and assigns, that Assignor is the lawful owner of the Beds, that the Beds are free and clear of all liens and encumbrances, that Assignor has good right to sell, transfer and deliver the Beds to Assignee, and that Assignor warrants to Assignee the Beds against all lawful claims and demands. Assignor shall be responsible for all costs, fees and expenses arising out of its representations and warranties herein and shall make all payments to any third party to ensure that Assignee has no further obligation to any third

party directly or indirectly relating to the Beds arising out of Assignor's ownership or use of the Beds.

Assignor hereby further covenants that it will, at any time and from time to time at the request of Assignee, execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, all such further acts and documents as Assignee may reasonably request to vest in Assignee full right, title and interest in or to any of the Beds, or to carry into effect the intent or purpose hereof, or for the aiding and assisting in the collection, defending title to or reducing to possession any of the Beds for Assignee.

Assignor hereby authorizes Assignee in the name of Assignor and as its attorney or in its own name, to do any and all things necessary or advisable to reduce the Beds to Assignee's exclusive, unrestricted ownership and possession, and this shall include the right of Assignee to fulfill the terms of this Bill of Sale. Assignor acknowledges that this authorization is irrevocable and coupled with interest. Any cost, payments or expenses that are necessary to enable Assignee to have the Beds free and clear as warranted herein shall be paid on demand by Assignor to Assignee without any set-off or deduction of any kind, nature or description.

This instrument shall be binding upon and inure to the benefit of Assignee and Assignor and their respective successors and permitted assigns. This instrument shall be governed by and construed in accordance with the laws of the State of Ohio, without regard to conflict of laws principles.

IN WITNESS WHEREOF, Assignor has executed this instrument by its duly authorized officer this 12th day as of September, 2013.

Signature page follows

SELLER:

**Board of Auglaize County Commissioners,
Auglaize County, Ohio**

By: ABSENT

Name: Don Regula

Title: President

By: John N Bergman

Name: John N. Bergman

Title: Vice President

By: Douglas A Spencer

Name: Douglas A. Spencer

Title: Member

BUYER:

Lake SNF Realty, LLC

By: _____

Name: _____

Title: _____

AFFIDAVIT OF CERTIFICATION

State of Ohio,

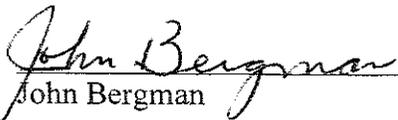
ss:

Auglaize County,

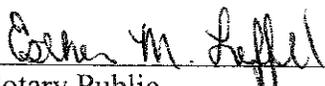
Now comes John Bergman, after first being duly cautioned and sworn, deposes and states that he is the Vice Chairman of the Auglaize County Board of County Commissioners for Auglaize County, Ohio (Board of Commissioners). Affiant states the Board of Commissioners on July 12, 2012, entered into an "Agreement for Purchase of the Right to Operate Licensed Skilled Nursing Beds" (Agreement) with VRC Management Inc. (VRC). Affiant states thereafter VRC assigned its rights to said Agreement to Lake SNF Realty, LLC.

Affiant states pursuant to Article 10.2(3) of said Agreement the Board of Commissioners shall certify at closing that 1) each covenant and agreement of Seller to be performed prior to or as of closing pursuant to this Agreement has been performed in all material respects, and 2) as of closing all of the respective representations and warranties by or on behalf of Seller contained in this Agreement are true and correct in all material respects. Affiant states he has reviewed the documents; including representations associated with the Agreement, and does hereby certify the two conditions set forth in Article 10.2(3) of said Agreement.

Further affiant saith naught.


John Bergman

Sworn to before me and subscribed in my presence this 12th day of September, 2013.


Notary Public



ESTHER M. LEFFEL
Notary Public, State of Ohio
My Commission Expires 02/12/17

IN THE MATTER OF DESIGNATING AN INDIVIDUAL WILLING TO SERVE ON THE COUNTY'S LOCAL EMERGENCY PLANNING COMMITTEE (LEPC); PETITIONING THE STATE'S EMERGENCY RESPONSE COMMISSION TO MAKE APPOINTMENT.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 12th day of September, 2013.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

WHEREAS, the Board of Auglaize County Commissioners has been informed by Troy Anderson, Auglaize County EMA/LEPC Coordinator, that following person has consented to serve on the Auglaize County LEPC:

Mike Watt, representing Education term expires on August 14, 2015;

and,

WHEREAS, the Board has reviewed the application form for the above named person, finding said applicant to be acceptable.

THEREFORE, BE IT RESOLVED that the Board of County Commissioners of Auglaize County, Ohio does hereby approve Mike Watt to be a representative to the Auglaize County LEPC as so stated and does respectfully petition the State of Ohio Emergency Response Commission to formally administer this appointment; and,

BE IT FURTHER RESOLVED that the term of said appointee commence upon appointment by SERC, serving on the Auglaize County LEPC with the terms expiring on August 14, 2015.

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

Adopted this
12th day of
September, 2013

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

ABSENT
Don Regula

John N. Bergman Yes
John N. Bergman

Douglas A. Spencer Yes
Douglas A. Spencer

- ✓ cc: State Emergency Response Commission (certified)
- ✓ Auglaize County EMA/LEPC Coordinator – Troy Anderson

IN THE MATTER OF AUTHORIZING A BUDGET ADJUSTMENT.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 12th day of September, 2013.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

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

Unclaimed Fund:

Amount:	From:	To:
\$ 3,000.37	504.0021.539700 (Unclaimed)	504.0021.539800 (Transfer Out)

THEREFORE BE IT RESOLVED that the Board of County Commissioners of Auglaize County, Ohio, does hereby authorize the budget adjustment 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
12th day of
September, 2013

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

ABSENT
Don Regula

John N. Bergman, yes
John N. Bergman

Douglas A. Spencer, yes
Douglas A. Spencer

✓ cc: County Auditor

IN THE MATTER OF CERTIFYING DELINQUENT SEWER BILLS TO THE COUNTY AUDITOR FOR PLACEMENT ON THE PROPER REAL ESTATE TAX DUPLICATES; RATIFYING THE EXECUTION OF SEWER DELINQUENCIES LISTING AS SUBMITTED BY THE SANITARY ENGINEER'S DEPT.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 12th day of September, 2013.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

WHEREAS, the Sanitary Engineer's Secretary, Ronette Kill, informed the Board of County Commissioners that county property owners using county owned sewage treatment plants, have delinquent charges on their quarterly sewer bills; and,

WHEREAS, the County Prosecuting Attorney Ed Pierce advised the Board that it is necessary for said Board to certify these delinquent charges to the County Auditor for placement on the proper real estate tax duplicates for collection; and,

WHEREAS, a list showing these delinquencies was presented to the Board by the Auglaize County Sanitary Dept., along with a request for the delinquencies to be certified to the County Auditor for placement on real estate tax duplicates.

THEREFORE, BE IT RESOLVED that the Board of County Commissioners, Auglaize County, Ohio, does hereby ratify the execution of the Sewer Delinquencies assessments list by the Vice President of the Board of County Commissioners, John N. Bergman; and,

BE IT FURTHER RESOLVED that this sewer delinquencies assessments list is hereby certified to the County Auditor for placement of said delinquencies on the proper real estate tax duplicates for collection.

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

Adopted this
12th day of
September, 2013

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

ABSENT
Don Regula

John N. Bergman, yes
John N. Bergman

Douglas A. Spencer, Yes
Douglas A. Spencer

attachment

- ✓ cc: County Sanitary Engineer
- ✓ County Auditor

In Accordance with Section 6117.02 of the Ohio Revised Code

Date: September 9, 2013

For Tax Year: 2013

Township/

Municipality - Auglaize

Signature of Official:

Assessment Name – Sewer Delinquencies

John N. Bergman
John N. Bergman

Ordinance # 13-400

Title: Vice President of BOCC

NAME	PARCEL I.D.	AMOUNT
Hicks, Scott	L33-183-002-00	Arrowhead \$264.60
Jenkins, Chris	G22-253-006-00	Beverly Hills \$157.08
Brewster, James	K31-063-036-00	Grand Lake \$372.14
Gruss, Keith	K31-019-013-00	Grand Lake \$236.10
Hawkey, Ronald	K31-171-035-00	Grand Lake \$236.10
Knutzen, Earl	K31-171-007-00	Grand Lake \$236.10
Kuenning, Tim	K31-063-026-00	Grand Lake \$236.10
March, Robert	K31-063-014-00	Grand Lake \$236.10
McKee, June	K31-017-007-00	Grand Lake \$229.17
Plattner, Raymon	K31-191-005-00	Grand Lake \$236.10
Puckett, Shane	K31-019-012-06	Grand Lake \$236.10
Townsend, Larry	K31-171-022-00	Grand Lake \$472.21
Goodwin, William	K31-006-013-00	Sandy Beach \$203.68
Hemmelgarn, Gina	K31-062-066-00	Sandy Beach \$203.68
Hollansworth, Kris	K31-045-011-00	Sandy Beach \$203.68
McCauley, Lori	K31-058-014-00	Sandy Beach \$203.68

IN THE MATTER OF RECEIVING BIDS FOR THE PURCHASE OF BULK ROCK SALT TO BE USED ON THE COUNTY ROADWAYS; AWARDING BID TO NORTH AMERICAN SALT COMPANY FOR THE 2013-2014 SEASON; AS RECOMMENDED BY THE COUNTY ENGINEER.

The Board of County Commissioners of Auglaize County, Ohio, met in regular session on the 12th day of September, 2013.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

WHEREAS, this being the date September 5, 2013 set in Resolution #13-360, the Board of County Commissioners received and opened the following bids for the purchase of treated bulk rock salt to be used by the Highway Department in the upcoming 2013 – 2014 winter season:

From: Morton Salt Bid: \$50.67
North American Salt Company Bid: \$41.67

“No Bid” responses were received from:

American Rock Salt Co., LLC, Cargill Inc., Detroit Salt and Central Salt; and,

WHEREAS, the bids, as presented, were given to the County Engineer for study and comparison with the Board asking that a bid award recommendation be rendered to said Board; and,

WHEREAS, County Engineer, Doug Reinhart, responded with the following correspondence:

The low bid for the upcoming 2013-2014 winter for road salt was from North American Salt Co. at a bid of \$41.61 per ton delivered to the County Garage, which is a 16% reduction from last year’s bid. This price is also \$5.30/ton less the ODOT’s bid for delivery of salt to Auglaize County’s ODOT garage.

The actual price for the salt delivered to the County Garage will vary throughout the winter due to the fuel adjustment clause built into the bidding specifications. As the price of diesel fuel fluctuates, an adjustment will be made based upon the cost of fuel the day of delivery versus fuel prices the date of the bid.

Should there be a problem with North American meeting delivery needs, I reserve the right purchase salt from Morton Salt, the 2nd low bidder @ %50.67 per ton delivered.

Sincerely,
/Douglas Reinhart, P.E.; P.S.
Douglas Reinhart
Auglaize County Engineer

THEREFORE, BE IT RESOLVED that the Board of County Commissioners, Auglaize County, Ohio, does hereby accept the bids and does hereby award the bid to North American Salt Co., for the purchase of rock salt and also reserve the right to purchase rock salt from Morton Salt Inc. if there is a problem meeting delivery needs to be used on the county roadways during the upcoming 2013-2014 winter season, pursuant to the recommendation of the County Engineer.

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

Adopted this
12th day of
September, 2013

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

ABSENT
Don Regula

John N. Bergman yes
John N. Bergman

Douglas A. Spencer yes
Douglas A. Spencer

✓cc: County Engineer - Doug Reinhart

IN THE MATTER OF THE AUGLAIZE COUNTY COMMISSIONERS CERTIFYING TO THE AUGLAIZE COUNTY AUDITOR, MILE CREEK JOINT DITCH ASSESSMENT TO BE PLACED ON THE 2013 TAX DUPLICATE FOR ASSESSMENT.

The Board of Auglaize County Commissioners met in regular session on the 12th day of September, 2013.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

WHEREAS, Mercer County Commissioners, as Mercer County is the lead county in the Mile Creek Joint County Ditch project, has informed the Auglaize County Commissioners that the Mercer County Engineer's Office, as defined in Section 6137.03 of the Ohio Revised Code, respectfully requested that the Mile Creek Joint County Ditch to placed on the 2013 tax duplicate for collection in 2014 for the maintenance assessment; and,

WHEREAS, Mercer County Commissioners, in turn, has requested that Auglaize County Commissioners certify to the Auglaize County Auditor the maintenance assessment of 4% be placed on the 2013 tax duplicates of land owners involved in the Mile Creek Joint Ditch project, for collection in 2014.

THEREFORE, BE IT RESOLVED that the Board of County Commissioners, Auglaize County, Ohio, does hereby approve the placement of the Mile Creek Joint County Ditch on the 2013 tax duplicates for collection in 2014 for a 4 % maintenance assessment; and,

BE IT FURTHER RESOLVED that the ditch assessment placed on the tax duplicate for 2013 is hereby levied and directed to be certified to the Auglaize County Auditor for collection in the manner prescribed 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
12th day of
September, 2013

BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO

ABSENT
Don Regula

John N. Bergman Yes
John N. Bergman

Douglas A. Spencer Yes
Douglas A. Spencer

- ✓cc: Auglaize County Auditor
- Auglaize County Engineer
- ✓Mercer County Commissioners

CERTIFICATION

As duly appointed Clerk of the Board of County Commissioners, Auglaize County, Ohio, I do hereby certify that the attached is a true and correct copy of Resolution No. _____ passed and approved by the Board County Commissioners of Auglaize County, Ohio, on September 12, 2013.

Esther Leffel, Clerk
Board of County Commissioners
Auglaize County, Ohio

Dated: _____