

IN THE MATTER OF AUTHORIZING THE COUNTY AUDITOR TO DRAW WARRANTS FOR THEN AND NOW CERTIFICATE PAYMENTS.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 30th day of September, 2014.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

WHEREAS, the practice of using "Then and Now Certificates" has been instituted by the County Auditor.

THEREFORE, BE IT RESOLVED that the Board of County Commissioners, Auglaize County, Ohio, the taxing authority for Auglaize County, having thirty (30) days to approve payment by resolution from receipt of "Then and Now Certificates", does hereby approve the following:

<u>Check #</u>	<u>Amount</u>	<u>Vendor</u>
387707	\$ 1,591.98	Conag, Inc
387749	\$ 5,863.50	Country Truck Sales
387761	\$ 9,253.50	PDG
387783	\$ 334.09	Auglaize Co Treas

Commissioner Regula 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
September, 2014

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

IN THE MATTER OF AUTHORIZING THE PURCHASE OF A ROLL OFF TRUCK FROM VALLEY FORD FOR THE SOLID WASTE DISTRICT RECYCLE CENTER USING FUNDS FROM THE 2014 COMMUNITY RECYCLE GRANT.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 20th day of December, 2011.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

WHEREAS, David Reichelderfer, Solid Waste District Coordinator, presented a quote from Valley Ford Truck, Inc. for a roll off truck as a purchase under the 2014 Recycle Grant; and,

WHEREAS, Mr. Reichelderfer indicated as follows: "We have received this quote under the state bid process. The chassis from Valley Ford is for a 2015 F550 regular cab 4x2 chassis, 165" wheelbase. This chassis will also have a 7 year/200,000 mile Diesel Engine care plus warranty, 21 components covered. Upon reviewing this quote I recommend that you authorize the purchase of this truck chassis from Valley Ford for the quoted price of \$42,917.50"; and,

WHEREAS, Mr. Reichelderfer is requesting authorization to purchase this roll off truck from Valley Ford Truck, Inc. with funding for the purchase being from the 2014 Community Grant which is administered by the Director of the Ohio Environmental Protection Agency.

THEREFORE, BE IT RESOLVED that the Board of Commissioners, Auglaize County, Ohio does hereby approve the purchase of a roll off truck as mentioned above from Valley Ford Truck, Inc. at the cost of \$42,917.50; and,

BE IT FURTHER RESOLVED that the President of the Board be authorized to execute the quote from Valley Ford Truck, Inc.; and,

BE IT STILL FURTHER RESOLVED that the Board authorizes payment for said roll off truck purchase to be completed with the use of 2014 Community Recycle Grant funds and the matching payment from the Solid Waste District Funds.

Commissioner Regula 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
September, 2014

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: David Reichelderfer, Solid Waste/Recycle
Coordinator

IN THE MATTER OF APPOINTING ALLEN WINKLER TO THE POSITION OF RECYCLING LABORER FOR THE AUGLAIZE COUNTY SOLID WASTE DISTRICT.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 30th day of September, 2014.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

WHEREAS, David Reichelderfer, Auglaize County Solid Waste/Recycle Coordinator, recommended to the Board of County Commissioners the employment of a recycling laborer/truck driver; and,

WHEREAS, the Board solicited resumes for the position, receiving four (4) resumes; and,

WHEREAS, four candidates were interviewed for the position by Mr. Reichelderfer and Co. Administrator Erica Preston and two candidates were interviewed again by the Board of County Commissioners; and,

WHEREAS, after the interviews, Mr. Reichelderfer recommended to the Board that the appointment for the recycling laborer be made to Allen Winkler.

THEREFORE, BE IT RESOLVED that the Board of Commissioners, Auglaize County, Ohio does hereby appoint Allen Winkler to the position of Recycling Laborer for the Auglaize County Solid Waste/Recycle District, appointment being effective Monday, October 6, 2014; and,

BE IT FURTHER RESOLVED that Mr. Winkler's rate of pay be established at \$13.92 per hour with a 180 day probationary period and Mr. Winkler shall obtain his CDL license during the probationary period.

Commissioner Regula 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
September, 2014

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: David Reichelderfer, Solid Waste/Recycle Coordinator
- ✓ Deputy Auditor – Lori Yahl
- / Allen Winkler

IN THE MATTER OF AMENDING THE ANNUAL APPROPRIATION AS REQUESTED BY THE SOLID WASTE DISTRICT COORDINATOR.

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 30th day of September, 2014.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

WHEREAS, under date of January 9, 2014, the Annual Appropriation for Auglaize County was accepted, having been prepared with the 2014 Annual Amended Official Certificate of Estimated Resources which was given to the Board of County Commissioners by the County Auditor; and,

WHEREAS, County Auditor Janet Schuler informed the Board that an amendment was made to the Annual Amended Official Certificate of Estimated Revenue for the (017) Recycle Grant Fund by \$64,338.51; and,

WHEREAS, Director of the Solid Waste District Coordinator, Dave Reichelderfer, requested that the Board amend the 2014 Annual Appropriation to reflect the following increase:

Increase – 017.0017.530400 (Equipment) by \$64,408.94;

Increase – 017.0017.530900 (Other Expenses) by \$683.33.

THEREFORE BE IT RESOLVED that the Board of County Commissioners of Auglaize County, Ohio, does hereby order the 2014 Annual Appropriation Resolution be amended to show the changes as tabulated above.

Commissioner Regula 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
September, 2014

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 - Janet Schuler
✓ Solid Waste District Coordinator

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 September, 2014.

Commissioner Spencer moved the adoption of the following:

RESOLUTION

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

Solid Waste Management Fund:

Amount:	From:	To:
\$ 1,500.00	004.0004.530700 (Travel)	004.0004.530600 (Contract Services)
\$ 500.00	004.0004.530900 (Other)	004.0004.530600 (Contract Services)

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 Regula 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
September, 2014

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
Solid Waste Coordinator

The Board of County Commissioners of Auglaize County, Ohio met in regular session on the 30th day of September, 2014, in the County Commissioner's meeting room, 209 S. Blackhoof St., Wapakoneta, Ohio, with the following members present:

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 HEALTH CARE FACILITIES REVENUE BONDS, SERIES 2014 (OTTERBEIN HOMES PROJECT), 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, Otterbein Homes (the "Corporation"), Otterbein Lebanon ("Lebanon"), Otterbein St. Mary's ("St. Mary's") and Otterbein Cridersville ("Cridersville"), all Ohio non-profit corporations, 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 Warren, Ohio ("Warren County") and have represented to the County and Warren 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 Warren County; 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 variable rate Health Care Facilities Revenue Bonds, Series 2014 (Otterbein Homes Project) (the "2014 Bonds") in an aggregate principal amount estimated not to exceed \$34,000,000 to finance or refinance and construct the Hospital Facilities, 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 2014 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 2014 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 the Warren County to issue the 2014 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 Agency 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 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 2014 Bonds in the maximum principal amount of not to exceed \$34,000,000, the proceeds of which will be used to finance and refinance the acquisition, construction, installation and equipping of Hospital Facilities within the County and Warren County (the "Project"). The Corporation has represented to the County that the proceeds of the 2014 Bonds will be used to finance the (i) acquisition, construction and equipping of (a) 7 additional skilled nursing beds and creating a post-acute and rehabilitation services program to be located at 11230 State Route 364, St. Mary's, Ohio 45885, at an approximate cost of \$1,500,000, which will be owned or operated by either the Corporation or St. Mary's, (b) a 17-bed wing dedicated to post-acute care and rehabilitation services located at 100 Red Oak Drive, Cridersville, Ohio 45806, at an approximate cost of \$3,500,000, which will be owned or operated by either the Corporation or Cridersville, and (c) a new 76-unit independent living complex, which will include 46 apartment units, 20 villa homes and 10 free standing homes to be located at 580 N. State Route 741, Lebanon, Ohio 45036 and 585 N. State Route 741, Lebanon, Ohio 45036, at an approximate cost

of \$20,000,000, which will be owned or operated by either the Corporation or Lebanon, (ii) refunding of a portion of Warren County's Health Care Facilities Revenue Bonds, Series 2013B (Otterbein Homes Project), (iii) payment of capitalized interest on the 2014 Bonds and (iii) payment of certain costs of issuance incurred in connection with the 2014 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 Regula seconded the motion and the roll

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

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

PASSED this 30 day of September, 2014.

Erica L. Preston

Clerk

#7260768v1

PUBLIC HOSPITAL AGENCIES AGREEMENT

By And Among

COUNTY OF WARREN, OHIO

And

COUNTY OF AUGLAIZE, OHIO

Dated as of October 1, 2014

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

THIS AGREEMENT (the "Agreement"), is made and entered into as of the first day of October, 2014 by and among the COUNTY OF WARREN, OHIO (the "Issuer") and the COUNTY OF AUGLAIZE, OHIO (the "County"), all of such political subdivisions 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, 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 non-profit corporation (the "Corporation"), Otterbein Lebanon, an Ohio non-profit corporation ("Lebanon"), Otterbein St. Mary's, an Ohio non-profit corporation ("St. Mary's) and Otterbein Cridersville, an Ohio non-profit corporation ("Cridersville"), each of which constitutes a "nonprofit hospital agency" as that term is defined in Section 140.01, Ohio Revised Code.

WHEREAS, the Issuer has previously issued its Demand Health Care Facilities Improvement Revenue Bonds, Series 2013B (Otterbein Homes Project) (the "Prior Bonds") to finance and refinance the cost of Hospital Facilities located within the Public Hospital Agencies; and

WHEREAS, at the request the Corporation and Lebanon, St. Mary's and Cridersville, the Board of County Commissioners of the County of Warren, Ohio has determined to authorize the issuance of not to exceed \$34,000,000 of County of Warren, Ohio Healthcare Facilities Revenue Bonds, Series 2014 (Otterbein Homes Obligated Group) (the "Bonds"), the proceeds of which will be made available (a) to refund a portion of the Prior Bonds, (b) to finance the acquisition, construction, installation and equipping of certain Hospital Facilities, including, without limitation, the acquisition, construction, installation and equipping of (i) 7 additional skilled nursing beds and creating a post-acute and rehabilitation services program to be located at 11230 State Route 364, St. Mary's, Ohio 45885 at the approximate cost of \$1,500,000, the initial owner, operator or manager of which will either be the Corporation and/or St. Mary's, (ii) a 17-bed wing dedicated to post-acute care and rehabilitation services located at 100 Red Oak Drive, Cridersville, Ohio 45806 at the approximate cost of \$3,500,000, the initial owner, operator or manager of which will either be the Corporation or Cridersville and (iii) a new 76-unit independent living complex, which will include 46 apartment units, 20 villa homes and 10 free standing homes to be located at 580 N. State Route 741, Lebanon, Ohio 45036 and 585 N. State Route 741, Lebanon, Ohio 45036 (collectively, the "Lebanon campus"), at the approximate cost of \$20,000,000, the initial owner, operator or manager of which will either be

the Corporation or Lebanon (items (i), (ii) and (iii) above being hereafter referred to as the "Project"), (c) to capitalize interest on the Bonds and (d) to pay costs of issuance associated with the issuance of the Bond; and

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 or refinancing all or part of the cost of Hospital Facilities, as that term is defined in Section 140.01 of the Ohio Revised Code, 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 the refunding of the Prior Bonds 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, Lebanon, Cridersville and St. Mary's may acquire, construct, renovate 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 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 the Project and refund a portion of the Prior Bonds, 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 the acquisition, construction, installation and equipping of the Project and the refunding of a portion of the Prior Bonds;

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 the portion(s) of the Project (as defined in the Preambles hereto) within their respective boundaries, and refund a portion of the Prior Bonds 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 or 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
Attn: Clerk, Board of County Commissioners

County of Auglaize, Ohio County of Auglaize, Ohio
209 S. Blackhoof Street, Room 201
Wapakoneta, Ohio 45895-1972
Attn: Clerk, Board of County Commissioners

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 or the refunding of the Prior Bonds.

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 and the refunding of the Prior Bonds 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 or for the refunding of the Prior Bonds from any other sources, and shall not be required to establish and maintain a budget for the Project or for the refunding of the Prior Bonds.

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 and the refunding of the Prior Bonds 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.

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

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 its duly authorized officers, duly authorized by proceedings of its Board of County Commissioners as of the date first above written.

COUNTY OF WARREN, OHIO

By: _____
County Commissioner

By: _____
County Commissioner

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

COUNTY OF AUGLAIZE, OHIO

By: John N. Bergman
County Commissioner

By: Douglas A. Spence
County Commissioner

By: Don Regan
County Commissioner

INDEMNITY AGREEMENT

THIS AGREEMENT is entered into as of Sept. 30, 2014, between Otterbein Homes, an Ohio nonprofit corporation (the "Borrower"), and the County of Auglaize, Ohio, a county organized and existing under the laws of the State of Ohio (the "County"), under the following circumstances:

A. The Borrower has undertaken a project to construct certain facilities in Auglaize County, Ohio (the "Project").

B. The Borrower wishes to have costs of the Project financed with the proceeds of revenue bonds (the "Bonds") issued by the County of Warren, Ohio (the "Issuer") pursuant to the authority of Section 140.03 of the Ohio Revised Code.

C. The Borrower has requested that the County, as the "applicable elected representative" of the Issuer as defined in Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), approve the Bonds, as required by said Section 147(f).

D. The Borrower has requested that the County enter into a public hospital agencies agreement with the Issuer (the "Agreement") authorizing the issuance the Bonds.

E. In order to obtain the benefits of the Project for the residents of the County, the County wishes to encourage the Borrower to proceed with the Project and has determined to approve the Bonds.

NOW, THEREFORE, the Board of County Commissioners of the County of Auglaize, Ohio, and the Borrower agree as follows:

1. The County shall have no financial responsibility with respect to the Bonds, the Agreement or the Project.

2. In order to induce the County to approve the issuance of the Bonds by the Issuer and to enter into the Agreement, the Borrower hereby agrees to defend, indemnify and hold the County and its officials harmless from and against any and all loss, cost, expense, claims or actions, including costs of legal counsel to the County, arising out of or connected with the County's approval of the Bonds and signing and delivery of the Agreement and the consummation of the transactions provided for herein and contemplated hereunder.

IN WITNESS WHEREOF, the Borrower has caused this Agreement to be duly executed by its authorized representative, as of the day and year first above written.

OTTERBEIN HOMES

By: _____

Title: _____

Accepted as of the date first above written

COUNTY OF AUGLAIZE, OHIO

By: *John N. Bergman*
County Commissioner

By: *Joseph A. Gunc*
County Commissioner

By: *Don Requele*
County Commissioner

**IN THE MATTER OF THE JOINT BOARD OF AUGLAIZE, ALLEN AND SHELBY COUNTIES
COMMISSIONERS AUTHORIZES THE AUGLAIZE COUNTY ENGINEER TO POST NOTICE AND
ADVERTISE FOR THE REMOVAL OF DEAD ASH AND OTHER SELECTED TREES ON THE AUGLAIZE
RIVER AND TWO-MILE CREEK ENHANCEMENT PROJECT #1306.**

The Joint Board of Auglaize, Allen and Shelby County Commissioners met in regular session on the 30th day of September, 2014 with the following members present:

Auglaize County:	Douglas A. Spencer	<u>present</u>
	John N. Bergman	<u>present</u>
	Kenneth Sommer Acting Co. Commissioner	<u>present</u>

Allen County:	Greg Sneary	<u>present by teleconference</u>
	Jay Begg	<u>present by teleconference</u>
	Cory Noonan	<u>absent</u>

Shelby County:	Julie L. Ehemann	<u>present</u>
	Anthony J. Bornhorst	<u>absent</u>
	Robert A. Guillozet	<u>present</u>

Commissioner Guillozet moved the adoption of the following:

RESOLUTION

WHEREAS, Douglas Reinhart, Auglaize County Engineer, is requesting the Joint Board of County Commissioners of Auglaize, Allen and Shelby Counties, Ohio, to authorize the Auglaize County Engineer to post notice and advertise to receive bids for the removal of the dead ash and other selected trees on the Auglaize River and Two-Mile Creek Enhancement Project #1306 in accordance with Sections 307.86 to 307.91 of the Ohio Revised Code; and,

WHEREAS, Douglas Reinhart is also requesting the Joint Board of County Commissioners of Auglaize, Allen and Shelby Counties, Ohio to authorize Auglaize County Engineer, Douglas Reinhart, to prepare final plans, specifications and bid documents, notify all contractors and provide to them said documents for preparation for the contractors; and,

WHEREAS, Douglas Reinhart, is requesting that the Auglaize County Board of County Commissioners be authorized to open the bids and authorizes the Auglaize County Engineer, Douglas Reinhart, to review the bids for review and comparison and will submit a written letter of recommendation to the Joint Board of Auglaize, Allen and Shelby County Commissioners; and,

WHEREAS, the Board deems these requests to be in order and hereby grants same.

NOW THEREFORE, BE IT RESOLVED that the Joint Board of Auglaize, Allen and Shelby County Commissioners, hereby authorizes and directs the Auglaize County Engineer, Douglas Reinhart, to post notice to bidders on the Auglaize and Allen County websites: www.auglaizecounty.org and www.co.allen.oh.us and advertise in the Lima News and Wapak Daily News for one week for the removal of dead ash and other selected trees on the Auglaize River and Two-Mile Creek Stream Enhancement Project #1306; and,

BE IT FURTHER RESOLVED, that the Joint Board of County Commissioners of Auglaize, Allen and Shelby Counties, Ohio does authorizes and directs the Auglaize County Engineer, Douglas Reinhart, to prepare final plans, specifications and bid documents, notify all contractors and provide to them said documents for preparation for the contractors; and,

BE IT STILL FURTHER RESOLVED, all sealed bids shall be submitted in writing and shall be filed in the Chambers of Auglaize County Commissioners Office, 209 S. Blackhoof Street, Room 201, Wapakoneta, Ohio 45895; and,

BE IT STILL FURTHER RESOLVED, that the bids will be received on the foregoing project until **10:00 a.m. on October 23, 2014** and will be opened and publicly read aloud at the Chambers of the Auglaize County Commissioners Office by the Auglaize County Board of Commissioners, Auglaize County, Ohio; and,

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

Commissioner Ehemann 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 September, 2014

**BOARD OF COUNTY COMMISSIONERS
AUGLAIZE COUNTY, OHIO**

Douglas A. Spencer yes
Douglas A. Spencer

Kenneth Sommer yes
Kenneth Sommer, Acting Co. Commissioner

John N. Bergman yes
John N. Bergman

**BOARD OF COUNTY COMMISSIONERS
ALLEN COUNTY, OHIO**

Greg Sneary yes
Greg Sneary

Jay Begg yes
Jay Begg

absent
Cory Noonan

**BOARD OF COUNTY COMMISSIONERS
SHELBY COUNTY, OHIO**

Julie L. Ehemann yes
Julie L. Ehemann

absent
Anthony J. Bornhorst

Robert A. Guillozet yes
Robert A. Guillozet

Esther Leffel
Esther Leffel
Joint Clerk of the Board