

RESOLUTION NUMBER 177-17

The Board of County Commissioners of Clermont County, Ohio, met in Regular Session on the 6th day of December 2017, at the office of said Board with the following members present:

David H. Uible, President
Edwin H. Humphrey, Vice President
David L. Painter, Member

Mr(s). Painter moved for the adoption of the following Resolution:

RESOLUTION APPROVING EXECUTION OF GRANT ASSISTANCE CONTRACT BETWEEN THE BOARD OF CLERMONT COUNTY COMMISSIONERS AND THE OHIO DEPARTMENT OF TRANSPORTATION IN REGARD TO THE OHIO URBAN TRANSIT PROGRAM

WHEREAS, The Board of Clermont County Commissioners on behalf of the Clermont Transportation Connection desires to accept grant funds to provide financial assistance to the County and to enter into contract number 067-SUPT-18-0100 with the Ohio Department of Transportation; and

WHEREAS, the purpose of this grant is to provide financial assistance for the operation of the Clermont Transportation Connection for the benefit of the citizens of Clermont County;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Clermont County, Ohio with at least two-thirds of its members thereto concurring as follows:

SECTION I

The Board hereby approves the award of such funds and the conditions of the grant and authorizes the President of the Board of County Commissioners, or in his absence, any other member of the Board of County Commissioners to execute Contract Number 067-SUPT-18-0100, and further, authorizes the Director of Clermont Transportation Connection to execute all related and supporting documentation therefore in a timely manner.

SECTION II

The Director of Clermont Transportation Connection is hereby authorized and instructed to perform the grant contract and to follow and insure compliance with all terms and commitments to be performed on behalf of the County in accordance with its terms.

SECTION III

That the Board of County Commissioners hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with all applicable legal requirements including Section 121.22 of the Ohio Revised Code.

Mr(s). Humphrey seconded the motion and on roll call, the vote resulted as follows:

Mr. Uible yes
Mr. Humphrey aye
Mr. Painter yes

This Resolution was duly passed on the 6th day of December 2017.

ATTEST:

Judith Kocica

Judith Kocica, Clerk
Board of County Commissioners

This Resolution was prepared and approved as to form by the office of the Prosecuting Attorney of Clermont County, Ohio
By: Allen L. Culver
Assistant Prosecuting Attorney
Date: 11-13-17

Moved by Mr. Humphrey, seconded by Mr. Painter,

Recommendation that the Board of County Commissioners adopt Resolution Number 178-17 resolving to approve payment to vendors in the total amount of \$1,289,432.77 as set forth in the BCC Approval Invoice Report(s) For Checks Dated December 6, 2017, BCC Directed Pre-Paid Invoices Report(s), Vendor Invoice List Report(s), Items paid by Fund and Check Date Range report and/or Procurement Card Transaction Report presented by the County Auditor 12/04/2017, and further authorizing the County Auditor to issue warrants for same pursuant to Section 319.16 of the Ohio Revised Code.

Upon roll call on the foregoing motion, the vote was as follows:

David H. Uible,	<u>YES</u>
Edwin H. Humphrey,	<u>AYC</u>
David L. Painter,	<u>YES</u>

Date Adopted: December 6, 2017

[Signature]
David H. Uible, President
[Signature]
Edwin H. Humphrey, Vice-President
[Signature]
David L. Painter, Member

OR

Thomas J. Eigel, Interim County Administrator

The Board of County Commissioners of the County of Clermont, Ohio met in regular session on December 6, 2017, with the following members present:

David H. Uible, President
Edwin H. Humphrey, Vice-President
David L. Painter, Member

Mr. Painter

introduced the following resolution and moved its

adoption:

RESOLUTION NO. 179-17

RESOLUTION AUTHORIZING THE COUNTY OF CLERMONT, OHIO TO APPROVE THE ISSUANCE OF HOSPITAL FACILITIES REVENUE BONDS OF THE COUNTY OF ALLEN, OHIO, SOLELY AS IT RELATES TO LOCAL FACILITIES; AND AUTHORIZING OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS.

WHEREAS, Mercy Health, formerly known as Catholic Health Partners, has represented to Clermont County, Ohio (the "County") that it is a nonprofit Ohio corporation (the "Corporation") that, through its subordinate and affiliated nonprofit entities (the "Affiliates"), owns and operates healthcare facilities at various locations in Ohio, including Hospital Facilities, as defined in Section 140.01 of the Ohio Revised Code, in the County; that the Corporation has determined to acquire, construct and equip certain additional Hospital Facilities located in the County (collectively, the "Local Facilities"); and that it has requested the County of Allen, Ohio (the "Issuer") to issue its bonds therefor; and

WHEREAS, Chapter 140 of the Ohio Revised Code provides a procedure by which "Public Hospital Agencies," as defined therein and including counties and municipal corporations, may enter into an agreement pursuant to which a Public Hospital Agency may issue its revenue bonds to fund the capital needs of Hospital Facilities located in the jurisdictions of each of the Public Hospital Agencies which are parties to such agreement, for the public purpose of better providing 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, the Corporation has represented to the County that it has organized under a master trust indenture the financing of certain debt of the Corporation and the Affiliates, including debt incurred to fund the capital needs of the Local Facilities; and from time to time will undertake the financing and refinancing of Hospital Facilities, including the Local Facilities, thereby enhancing the availability, efficiency and economy of Hospital Facilities and the services rendered thereby in the County; and

WHEREAS, the County entered into the Participating Public Hospital Agencies Agreement with the Issuer and certain additional political subdivisions (collectively with the County, the "Participating Public Hospital Agencies") pursuant to Section 140.03, Ohio Revised Code, on May 1, 2008 for the purposes of (a) financing and refinancing through the Issuer certain capital equipment and construction needs of the Corporation and its Affiliates, including the Local Facilities, located within the jurisdiction of the County, including the reimbursement of costs advanced for those purposes, and (b) refunding and retiring outstanding prior indebtedness incurred for such purpose; and

WHEREAS, the Corporation has represented to the County that it anticipates that the Issuer will issue its Hospital Facilities Revenue Bonds, Series 2017 (Mercy Health), in one or more series (the "Series 2017 Bonds"), in an amount not to exceed \$850,000,000 to (a) finance and refinance the acquisition, construction and equipping of Hospital Facilities located in the jurisdiction of the Participating Public Hospital Agencies and (b) refund and retire certain outstanding prior indebtedness, and the Issuer may, from time to time, determine to issue additional revenue bonds, in order to finance and refinance the costs of Hospital Facilities, in cooperation with the Participating Public Hospital Agencies; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), requires that prior to their issuance, the Series 2017 Bonds must be approved by the "applicable elected representative" (as defined in such Section 147(f) of the Code) of the Issuer and of certain political subdivisions in which Hospital Facilities will be financed ("Host Approval"), including the County; and

WHEREAS, this Board of County Commissioners (the "Board") is the applicable elected representative of the County; and

WHEREAS, a public hearing was held by this Board or its designee with respect to the issuance of the Series 2017 Bonds solely as it relates to the Local Facilities prior to the consideration of this resolution; and

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

SECTION 1. That any revenue bonds issued by the Issuer under the authority of the Participating Public Hospital Agencies Agreement shall not be, and are not, general obligations, debt or bonded indebtedness of the County or any Participating Public Hospital Agency and the holders or owners of such revenue bonds shall not have the right to have excises or taxes levied by the County or any Participating Public Hospital Agency for the payment of principal of, or interest or premium, if any, on such revenue bonds. Such payment shall be made only from funds provided by the Corporation or its Affiliates.

SECTION 2. That this Board, as the "applicable elected representative" of the County for purposes of the Host Approval required under Section 147(f) of the Internal Revenue Code of 1986, as amended, hereby approves the issuance of the Series 2017 Bonds by the County of Allen, Ohio, in the maximum principal amount of \$850,000,000 solely as it relates to the Local Facilities. It is anticipated, based solely on information provided by the Corporation, that the

proceeds of the Series 2017 Bonds will be used to (i) finance, refinance, or reimburse the costs of, the acquisition, construction and equipping of equipment, real property and improvements to Hospital Facilities, at some or all of the following locations: (A) 4440 Gleneste-Withamsville Road, Batavia, known as Orthopaedic & Sports Medicine, (B) 2055 Hospital Drive, Batavia, Ohio known as Clermont Physicians Pavilion, the Heart Institute, (C) 3055 Hospital Drive, Suite 335, Batavia, Ohio known as Mercy Health General & Vascular Surgeons, (D) 720 W. Plane Street, Bethel, Ohio known as Mercy Health Physicians & Bethel Physical Therapy, (E) 1121 Northview, Hillsboro, Ohio known as Mercy Health - Clermont Women's Center, (F) 473 Old State Route 74, Suite 4, Mount Carmel, Ohio known as Mt. Carmel Family Medicine, (G) 3000 Hospital Drive, Batavia, known as Mercy Health - Clermont Hospital LLC, (H) 3020 Hospital Drive, Batavia, known as Mercy Health - Clermont Medical Arts Building, (I) 201 Old Bank Road, Milford, known as Mercy Health Center-Milford, Milford Family Medicine, and (J) 6746 Dick Flynn Boulevard, Goshen known as Goshen Internal Medicine (each, a "project"), the initial owner or principal user of each project being the Corporation, Mercy Health – Clermont Hospital LLC, Mercy Health Cincinnati LLC, or Mercy Health Physicians Cincinnati LLC, each an Ohio nonprofit corporation or limited liability company, or a related party thereof; (ii) refund all or a portion of the following bonds whose proceeds were utilized to finance or refinance Hospital Facilities at the projects: County of Allen, Ohio Hospital Facilities Revenue Bonds, Series 2010A (Catholic Healthcare Partners); County of Allen, Ohio Hospital Facilities Revenue Bonds, Series 2010B (Catholic Healthcare Partners); County of Lorain, Ohio Adjustable Rate Hospital Facilities Revenue Bonds, Series 2006 (Catholic Healthcare Partners); County of Lorain, Ohio Adjustable Rate Hospital Facilities Revenue Refunding Bonds, Series 2003 (Catholic Healthcare Partners); and County of Lorain, Ohio Adjustable Rate Hospital Facilities Revenue Bonds, Series 2002B (Catholic Healthcare Partners); and (iii) pay costs of issuance of the Series 2017 Bonds. The Corporation has represented that not more than \$100,000,000 of the stated principal amount of the Series 2017 Bonds will be allocated to any one project listed above. A portion of the proceeds of the Series 2017 Bonds will also be used to finance and refinance Hospital Facilities at locations outside the County, in the State of Ohio.

This approval is intended to comply with the provisions of Section 147(f) of the Code only as to the Local Facilities, and does not constitute a finding of the Board as to the compliance or noncompliance by the Corporation or the County of Allen, Ohio with any legal requirements imposed upon them in connection with the issuance of the Series 2017 Bonds.

SECTION 3. That the Clerk of this Board and any member of this Board be and they hereby are authorized to execute and deliver on behalf of the County such certificates, documents and instruments in connection with the issuance and public sale of the Series 2017 Bonds and of revenue bonds issued from time to time under authority of the Participating Public Hospital Agencies Agreement, and the delivery of the Participating Public Hospital Agencies Agreement only as to the Local Facilities, as may be required, necessary or appropriate, including, without limitation, applicable elected representative approvals, conveyances of title to real and personal property, terminations of financing statements and other releases of security interests in property. Such documents, including the ones specifically authorized hereby, shall be subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution thereof by the Clerk or any member of this Board. Neither the Clerk or any member of this Board shall execute any certificates, documents or instruments unless the full indemnification of the County against any liability and

for the incurrence of any costs of the County are provided for by the Corporation in the relevant documents for the Series 2017 Bonds.

SECTION 4. That the provisions of this Resolution are hereby declared to be severable and, if any section, phrase or provision shall, for any reason, be declared invalid, such declaration of invalidity shall not affect the validity of the remainder of this Resolution.

SECTION 5. All resolutions, orders or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

SECTION 6. 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 and any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code, and the rules of this Board in accordance therewith.

Mr. Humphrey seconded the motion and the roll being called for adoption of the foregoing resolution, the vote thereon resulted as follows:

David H. Uible	<u>Yes</u>
Edwin H. Humphrey	<u>Aye</u>
David L. Painter	<u>Yes</u>

ADOPTED this 6th day of December, 2017.

Judith Spica
Clerk, Board of County Commissioners,
Clermont County, Ohio

CERTIFICATE

The undersigned, duly appointed and acting Clerk of the Board of County Commissioners of Clermont County, Ohio, does hereby certify that the foregoing is a true and correct copy of a resolution adopted by such Board on December 6, 2017, together with an extract from the minutes of the meeting at which that resolution was adopted to the extent pertinent thereto.

ATTEST:



Clerk, Board of County Commissioners,
Clermont County, Ohio

December 6, 2017

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