

## **Minutes for Thursday, October 24, 2019**

Mr. Lammers moved to approve the following resolution:

**WHEREAS**, the County of Putnam, Ohio (the "Issuer"), by virtue of the laws of the State of Ohio, including Article VIII, Section 13 of the Constitution of Ohio and Chapter 165 of the Ohio Revised Code (the "Act"), acting by and through its Board of County Commissioners (the "Board"), is authorized and empowered, among other things, (i) to make a loan to assist in the financing and the refinancing of the acquisition, construction, installation, equipping and furnishing of facilities constituting the Project, as hereinafter defined, (ii) to issue and sell its revenue bonds to provide moneys for such loan and (iii) to enact this legislation and execute and deliver the agreements and instruments hereinafter identified; and

**WHEREAS**, the Issuer heretofore issued its \$8,024,000 County of Putnam, Ohio Economic Development Facilities Revenue Refunding Bonds, Series 2015 (Bluffton University) (the "Series 2015 Bonds") and its \$3,031,400 County of Putnam, Ohio Economic Development Facilities Revenue Bonds, Series 2016 (Bluffton University Project) (the "Series 2016 Bonds," and together with the Series 2015 Bonds, the "Prior Bonds"), the proceeds of which were made available to Bluffton University (the "Borrower"), an Ohio nonprofit corporation, to (i) refund and retire the \$9,000,000 original principal amount State of Ohio Higher Educational Facility Revenue Bonds (Bluffton University 2010 Project) (the "Series 2010 Bonds"), the proceeds of which were used to finance and refinance the costs of acquisition, construction, installation, renovation, equipping and furnishing of academic facilities, administrative facilities, classroom facilities, student housing facilities, recreational and athletic facilities and the student union of the University (the "2010 and Pre-2010 Projects"), and (ii) finance the acquisition, construction and/or renovation of student housing facilities of the Borrower (the "2016 Project," and together with the 2010 and Pre-2010 Projects, the "Prior Projects"), including costs incidental thereto; and

**WHEREAS**, the Borrower has requested the Issuer to issue economic development revenue bonds, in one or more series, pursuant to the Act (the "Series 2019 Bonds") for the purpose of (1) refunding and retiring the outstanding principal amount of the Prior Bonds, (2) financing the acquisition, construction, equipping and furnishing of an approximately 33,000 square foot science building for the Borrower and the acquisition, construction, renovation and improvement of certain existing campus buildings of the Borrower (the "New Project," and together with the Prior Projects, the "Project"), including costs incidental thereto, (3) providing capitalized interest for the Series 2019 Bonds, if necessary, (4) funding a debt service reserve fund for the Series 2019 Bonds, if necessary, and (5) paying certain costs and expenses incurred in connection with the issuance of the Series 2019 Bonds and the refunding of the Prior Bonds; and

**WHEREAS**, this Board has determined and does hereby confirm, in sole reliance upon representations of the Borrower, that the financing and refinancing of the acquisition, construction, installation, equipping and furnishing of the Project will create and preserve jobs and employment opportunities and will promote the health and economic welfare of the people of the Issuer and of Allen County, Ohio, and that the Issuer, through the issuance of revenue bonds, in one or more series, in an aggregate amount not to exceed \$30,000,000, will be acting in the manner consistent with and in furtherance of the provisions of the laws of the State of Ohio, particularly Article VIII, Section 13 of the Constitution of Ohio and the Act; and

**WHEREAS**, this Board has determined to authorize such Series 2019 Bonds and to award the sale thereof to B.C. Ziegler and Company (the "Original Purchaser"); and

**WHEREAS**, it is necessary in connection with the issuance of such Series 2019 Bonds for the purpose of financing and refinancing the Project to provide for the authorization of a Loan Agreement, a Bond Trust Indenture, and a Tax Exemption Certificate and Agreement; and

**WHEREAS**, it is necessary in connection with the issuance of such Series 2019 Bonds to also provide for the authorization of a Bond Purchase Agreement and distribution of a Preliminary and Final Official Statement for the Series 2019 Bonds and to authorize certain other documents in connection with the issuance of the Series 2019 Bonds;

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

**SECTION 1.** That this Board hereby determines it expedient that revenue bonds shall be issued pursuant to the provisions of the Act, in an aggregate principal amount not to exceed \$30,000,000, for the purposes set forth in the preambles hereto. Such bonds shall be designated "County of Putnam, Ohio Economic Development Facilities Revenue Refunding and Improvement Bonds, Series 2019 (Bluffton University Project)" or such other designation as necessary, as shall be set forth in the Bond Indenture herein authorized. The Series 2019 Bonds may be issued in one more series and shall be issued in the form and denominations and shall be executed, dated, be subject to redemption prior to maturity on the dates and at the prices, bear interest at a weighted average interest rate not to exceed seven and one-half percent (7.50%) per annum, and be payable on the dates, all as provided in the Bond Indenture and the Bond Purchase Agreement hereinafter authorized. The Series 2019 Bonds shall be retired either at stated maturity or by mandatory sinking fund redemption over a period not to exceed 36 years, as set forth in the Bond Purchase Agreement and the Bond Indenture hereinafter authorized.

**SECTION 2.** That the Series 2019 Bonds shall be payable at the designated corporate trust office of U.S. Bank National Association (the "Bond Trustee"), or any successor trustee.

**SECTION 3.** That the Series 2019 Bonds authorized hereby shall bear on their faces a statement that the Series 2019 Bonds are not general obligations, debt or bonded indebtedness of the Issuer, the County of Allen, Ohio, or the State of Ohio or any political subdivision thereof, and the holders or owners of the Series 2019 Bonds are not given the right, and have no right, to have excises or taxes levied by the State of Ohio or any political subdivision thereof, for the payment of the debt service on such Series 2019 Bonds and that the right to such payment is limited to the revenues and special funds pledged for such purpose under the Bond Indenture herein authorized.

**SECTION 4.** That at least two members of the Board are hereby authorized and directed to execute on behalf of the Issuer, a Bond Trust Indenture (the "Bond Indenture"), with the aforesaid Bond Trustee, in substantially the form presented to and on file with this Board, and the Trust Estate, as therein defined, shall be pledged and the other agreements, covenants and promises therein made on behalf of the Issuer shall be conclusively binding upon the Issuer and in full force and effect from and after delivery of the aforesaid Series 2019 Bonds to their purchasers pursuant to the terms of said Bond Indenture. Said Bond Indenture shall be subject to such changes,

insertions and omissions which are consistent with this resolution (the "Bond Legislation") and are not substantially adverse to the Issuer and as are permitted by the Act and as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Bond Indenture as aforesaid.

**SECTION 5.** That at least two members of the Board are hereby authorized and directed to do all the acts and things required of them by the provisions of the Series 2019 Bonds and the Bond Indenture to the end that full and complete performance of all of the terms, covenants and agreements of the Series 2019 Bonds and the Bond Indenture shall be effected, including taking all actions necessary to complete the sale of the Series 2019 Bonds under the "Blue Sky" laws of any jurisdiction, to the extent applicable; provided that the Issuer shall not be required to submit to service of process in connection with any such "Blue Sky" action in any state except Ohio.

**SECTION 6.** That at least two members of the Board are hereby authorized and directed to execute and deliver on behalf of the Issuer a Loan Agreement (the "Loan Agreement") with the Borrower. The Loan Agreement shall be substantially in the form presented to and on file with this Board, subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Loan Agreement as aforesaid.

**SECTION 7.** That at least two members of the Board are hereby authorized and directed to execute and deliver on behalf of the Issuer a Tax Exemption Certificate and Agreement (the "Tax Exemption Certificate and Agreement") substantially in the form presented to and on file with this Board, subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Tax Exemption Certificate and Agreement as aforesaid.

**SECTION 8.** That at least two members of the Board are hereby authorized and directed to execute and deliver on behalf of the Issuer a Bond Purchase Agreement (the "Bond Purchase Agreement") providing for the sale of the Series 2019 Bonds to the Original Purchaser, substantially in the form heretofore presented to and on file with this Board, so long as the terms of purchase contained therein are within the guidelines established in this Bond Legislation. Such Bond Purchase Agreement shall set forth the underwriting discount, principal amount, maturities and interest rate or rates on the Series 2019 Bonds, and the execution and delivery of the Bond Purchase Agreement by such authorized officers of this Board shall be conclusive evidence of the authorization by this Board of such underwriting discount, principal amount, maturities, any mandatory sinking fund redemption provisions and interest rate or rates on the Series 2019 Bonds.

**SECTION 9.** That this Board hereby covenants that it will restrict the use of the proceeds of the Series 2019 Bonds hereby authorized in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended, (the "Code") and the regulations prescribed thereunder. That either the Chairperson of the Board or the Secretary of the Board, acting alone, or any other officer having responsibility with respect to the issuance of said Series 2019 Bonds is individually authorized and directed to give an appropriate certificate on behalf of the Issuer, on the date of delivery of said Series 2019 Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates

and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Section 148 and regulations thereunder.

**SECTION 10.** That a Preliminary Official Statement with respect to the Series 2019 Bonds, in the form of the draft Official Statement which is on file with this Board, is hereby approved, if the use of a Preliminary Official Statement in connection with the issuance and sale of the Series 2019 Bonds is desired. To the extent a Preliminary Official Statement is used and distributed prior to the passage of this Bond Legislation, such use and distribution is hereby expressly ratified and confirmed. The information in the Preliminary Official Statement under the headings "THE ISSUER" and "LITIGATION – The Issuer" shall be "deemed final" in accordance with Securities Exchange Commission Rule 15c-2-12 as of its date. Except as may be described in the Bond Purchase Agreement, the Issuer has not confirmed, and assumes no responsibility for, the accuracy, completeness or sufficiency of any of the statements in any disclosure document used by the Original Purchaser in connection with the offer and sale of the Series 2019 Bonds or any supplements thereto, or in any reports, financial information, offering or disclosure documents or other information relating in any way to the facilities described therein, the Borrower, or the Borrower's management, operations, organization, history or financial condition, relating in any way to the Original Purchaser.

**SECTION 11.** That at least two members of the Board are hereby authorized to execute and deliver on behalf of the Issuer a final Official Statement for the Series 2019 Bonds, which final Official Statement shall be substantially in the form of the draft Preliminary Official Statement which is on file with this Board.

**SECTION 12.** That any member of the Board, acting alone, be and he or she hereby is authorized to execute and deliver on behalf of the Issuer such other certificates, documents and instruments, as well as any supplements, restatements and/or amendments to the Loan Agreement, the Bond Indenture or other financing documents, in connection with the issuance and public sale of the Series 2019 Bonds, the refunding and retiring of the Prior Bonds, and the construction renovation, equipping, installation and furnishing of the New Project, as may be required, necessary or appropriate, including, without limitation, any documents which are necessary or appropriate to cause the Series 2019 Bonds to be issued, in order to provide that the Series 2019 Bonds constitute "qualified 501(c)(3) bonds" under the Code, to ensure continuing compliance of the Series 2019 Bonds with the Code, including IRS Form 8038 (or other similar applicable forms), conveyances of title to real and personal property, financing statements, terminations of financing statements and other releases of security interests in property and cancellations or releases of any documents, as appropriate, relating to the documents issued in connection with the Prior Bonds. Such documents, including the ones specifically authorized hereby, shall be subject to such changes, insertions and omissions as may be approved by the appropriate officers of the Issuer, which approval shall be conclusively evidenced by the execution thereof as aforesaid.

**SECTION 13.** This Board, as the "applicable elected representative" of the Issuer for purposes of Section 147(f) of the Code, hereby approves the issuance of the Series 2019 Bonds in an aggregate amount not to exceed \$30,000,000, the proceeds of which will be used to (i) refund and retire the outstanding principal amount of the Series 2015 Bonds, the proceeds of which refunded and retired the Series 2010 Bonds, the proceeds of which were used to finance and refinance the 2010 and Pre-2010 Projects; (ii) refund and retire the outstanding principal amount

of the Series 2016 Bonds, the proceeds of which financed the 2016 Project, including costs incidental thereto; (iii) finance the acquisition, construction, equipping and furnishing of the New Project, including costs incidental thereto; (iv) provide capitalized interest for the Series 2019 Bonds, if necessary; (v) fund a debt service reserve fund for the Series 2019 Bonds, if necessary; and (vi) pay certain expenses incurred in connection with the issuance of the Series 2019 Bonds and the refunding of the Prior Bonds. The Project is located within the Village of Bluffton, Ohio on the campus of the Borrower. The Borrower's administrative offices are located at 1 University Drive, Bluffton, Ohio 45817, and the Borrower's campus is situated in the Village of Bluffton, Ohio in the area bounded by West Elm Street, Bentley Road (College Road), Campus Drive and South Spring Street and on land adjacent or otherwise in close proximity thereto. The initial legal owner and principal user of the Project will be the Borrower.

**SECTION 14.** That no recourse under or upon any obligation, covenant, acceptance or agreement contained in this Bond Legislation, or in any Series 2019 Bond, or in the Bond Indenture, the Loan Agreement, the Tax Exemption Certificate and Agreement, the Bond Purchase Agreement, or under any judgment obtained against the Issuer or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against any officer or member as such, past, present, or future, of this Board, either directly or through the Issuer, or otherwise, for the payment for or to the Issuer or any receiver thereof, or for or to any holder of any Series 2019 Bond, or otherwise, of any sum that may be due and unpaid by the Issuer upon any of the Series 2019 Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such officer or member, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the Issuer or any receiver thereof, or for or to the owner or any holder of any Series 2019 Bond, or otherwise, of any sum that may remain due and unpaid upon any Series 2019 Bond, shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the Bond Indenture, the Loan Agreement, the Tax Exemption Certificate and Agreement and the Bond Purchase Agreement and the issuance of the Series 2019 Bonds.

**SECTION 15.** That it is found and determined that all formal actions of this Board concerning and relating to the adoption of this Bond Legislation were adopted in an open meeting of this Board, and that all deliberations of this Board were conducted in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

**SECTION 16.** That this Bond Legislation shall be in full force and effect following its adoption. This Bond Legislation supersedes any prior resolution of this Board on the subject matter hereof.

Mr. Schroeder seconded the motion on said Resolution and the vote resulted as follows:

Vote: Mr. Lammers yes                      Mr. Schlumbohm    yes                      Mr. Schroeder yes  
Comm. Jrl. 114                      , Page 270-274

Mr. Schlumbohm moved the adoption of the following Resolution:

BE IT RESOLVED, By the Board of County Commissioners of Putnam, Ohio, that to provide for the unanticipated revenues for the fiscal year ending December 31, 2019, the following sums be and the same are hereby appropriated for the purpose for which expenditures are to be made during the fiscal year as follows:

Fund 120, Emergency Medical Services  
120 VM1, Vehicle Maintenance.....\$5,000.00  
120 EQ1, Equipment.....\$ 10,000.00

Mr. Schroeder seconded the motion on said Resolution and the vote resulted as follows:

Vote: Mr. Lammers yes                      Mr. Schlumbohm yes                      Mr. Schroeder yes  
Comm. Jrl. 114                      , Page 275

Mr. Lammers moved the adoption of the following Resolution:

BE IT RESOLVED, By the Board of County Commissioners of Putnam County, Ohio, that the following appropriation modification be made for the year ending December 31, 2019.

For Sheriff/Jail  
From ..4 B11FN, F/T Jail Non Union.....to.....4 B11PE, Jail Part Time .....\$4,000.00  
From...4 B11FU, F/T Jail Union.....to....4 B11PE, Jail Part Time.....\$ 7,000.00

Mr. Schlumbohm seconded the motion on said Resolution and the vote resulted as follows:

Vote: Mr. Lammers yes                      Mr. Schlumbohm yes                      Mr. Schroeder yes  
Comm. Jrl. 114                      , Page 276

**Now and Then Purchase orders**

Mr. moved to approve the then and now purchase orders.

Mr. seconded the motion.

Vote: Mr. Lammers                      Mr. Schlumbohm                      Mr. Schroeder  
Exceptions: Mr. Lammers                      Mr. Schlumbohm                      Mr. Schroeder  
Comm. Jrl. 114                      , Page

**Purchase orders and travel requests**

**EMS**.....Purchase order to Kuhlman Auto Sales for repair of Unit 306 for deer accident for \$ 3000.00. Purchase order to Stryker for power pro ambulance cot for\$ 19,391.92.

Mr. Schlumbohm moved to approve the purchase orders and travel requests.

Mr. Schroeder seconded the motion.

Vote: Mr. Lammers yes      Mr. Schlumbohm yes      Mr. Schroeder yes

Exceptions: Mr. Schlumbohm none      Mr. Schroeder none      Mr. Lammers none

Mr. Schroeder called the meeting to order with Mr. Lammers and Mr. Schlumbohm by reciting the Pledge of Allegiance.

Lt. Brent Meyers and Captain Miguel Ortiz with the Putnam County Jail met with Commissioners Schroeder, Schlumbohm and Lammers to discuss purchasing a new body scanner. The company is out of Texas and doesn't like to take money off the scanners. However, Meyers did work the angle that they aren't in Ohio. He said the Putnam County Jail would be willing to bring others in that want to see their scanners in action. So the company said they would throw in the \$10,000 software and will also throw in a mattress scanner for free. The main scanner does a dual scan; it does head to toe first then does the area where drugs are most likely to be present, mid-body area. If they have something that shows up and they are not sure if it is a gas bubble or if it is drugs, they can put that inmate in a holding cell with no running water or toilet so they can be re-scanned later to see if it has moved or what it looks like. Meyers & Ortiz said serious medical conditions have been found in other facilities. An impacted bowel was found with one and they were able to refuse an inmate and have them sent to get checked at the hospital so the medical issues were taken care of in hopes to also avoid in custody deaths. They looked at other Ohio facilities scanners by different companies and they don't have the second scan which they feel is important. Ortiz said the 1<sup>st</sup> two years will be covered under warranty. It will include training. The average life is 7-10 years but their 1<sup>st</sup> scanner built in 1991 is still up and running. Meyers would like to also purchase the yearly fee through the commissary money for \$9500, which will cover the scanner and future training. Ortiz came from the prison system before coming to Putnam County not too long ago. He is all about safety; that is his #1 goal for the public, county and inmates. This machine will help 200%. Right now they rely on pat downs, there are no scanners. Right now they have no contact visitation, there is glass between them except for religious groups sometimes. Ortiz will be re-writing the policy to add the scanner in and will also add about having the option of scanning religious groups. Drugs will be color coded on the scanner. It will also show needles or anything metal. Regular maintenance will be performed on it to get as much use as possible out of it. Images will be used for prosecution if items are found. They will have to keep a written log of who was scanned and when they were scanned; it will be a lifetime log. The images will be saved in the server just in case they need one later down the road. They can run 147 scans on an inmate in a year. Commissioner Lammers said if they go forward, to make sure to notify the Lima News, Sentinel and WLIO. Meyers said he is looking for about \$100,000. He has \$70,000 that right now can go into the commissary fund for it. CORSA is offering \$10,000 back once they get everything done and that can come back to the county. He would like to accept it yet this year. He wants to commit the \$70,000 to them and then they are in agreement to hold off for the rest of the money until after the first of the year to pay the rest. Commissioner Lammers asked if the jails \$65 a day is good? Meyers said yes, it is a little higher but it is a good amount right now and wouldn't change it. The total price for the scanner is \$165,250. All three commissioners said they are good with the scanner. They want to talk to the Auditor and Cindy about next year's budget. They should have a final answer on the rest of the money next week and will get

back to them. Meyers said retention for employees in the jail is a big issue. The commissioners said once it is up and running, they want to come out and see it.

Stephanie Scott with Dinsmore & Hans Houshower with Bluffton University met with Commissioners Schroeder, Schlumbohm and Lammers and Martin Verni, Sentinel to have the public hearing for the Bluffton Bonds. This will be to assist in the financing and the refinancing of the acquisition, construction, installation, equipping and furnishing of facilities constituting the Project. The Project, a new science building, is located within the Village of Bluffton, Ohio on the campus of the Borrower, The Bluffton University. The Borrower's administrative offices are located at 1 University Drive, Bluffton, Ohio 45817, and the Borrower's campus is situated in the Village of Bluffton, Ohio in the area bounded by West Elm Street, Bentley Road (College Road), Campus Drive and South Spring Street and on land adjacent or otherwise in close proximity thereto. The initial legal owner and principal user of the Project will be the Borrower. The resolution is on the schedule for the business agenda at 10 a.m. Room for public 15 months for construction timeline. By fall of 2021 academic year. No more questions, officially closed.

The business agenda was held with Commissioners Schroeder, Schlumbohm and Lammers, Stephanie Scott with Dinsmore & Hans Houshower with Bluffton University, Martin Verni with Sentinel and Ashley Siefker, Asst. Clerk.

The minutes from Tuesday, October 22, 2019 were reviewed and approved.

Commissioners Schroeder, Schlumbohm and Lammers held the bid openings for the County Insurance Consultant. Bob Benroth, County Auditor attended also.

The bids were received as follows:

UIS Insurance & Investments and Fortman Insurance 971 N Perry Street, Ottawa and 614 N Perry Street, Ottawa for 1.25% commission

Benefit Strategies Agency LLC, Roderick Wood 615 S College St. Office 09-196, Charlotte, NC 28202 \$23,500 annually plus addtl fees

King Insurance, Bryan Schira 7723 Airport Highway, Suite F, Holland, OH 43528 \$20,000 annually

Mr. Schlumbohm moved to table the bids for further review.

Mr. Lammers seconded the motion.

Vote: Lammers yes Schlumbohm yes Schroeder yes

Mr. Lammers moved to adjourn for lunch.

Mr. Schroeder seconded the motion.

Vote: Lammers yes Schlumbohm yes Schroeder yes

Commissioners returned from lunch.

Commissioner Schroeder, Lammers and Schlumbohm met with the CUB River Group, Hancock Co Commissioner Tim Bechtol & Lucinda Lang Hancock County Asst. Prosecutor, Steve Wilson and Putnam County Prosecutor Gary Lammers in regards to the Blanchard River Flooding



Project Proposal. The next step will be the Putnam and Hancock County Commissioners to meet to see if they want to file a petition. If they decide they do, then they need to set up a meeting with the other 4 counties to let them know.

Mr. Lammers moved to adjourn for the day.

Mr. Schroeder seconded the motion.

Vote: Lammers yes    Schlumbohm yes    Schroeder yes

Mr. Lammers                    moved to approve the minutes as read from Thursday, October 24, 2019.

Mr. Schlumbohm                    seconded the motion.

Vote: Mr. Lammers yes    Mr. Schlumbohm yes                    Mr. Schroeder absent