

RESOLUTION NO. 2009-182

LATE FILING

SPONSOR Mr. Pry

First Reading Passage Requested
(J. Dodson)

DATE April 27, 2009

COMMITTEE Finance

A Resolution supplementing Resolutions Nos. 2009-140, 2009-141, 2009-142, 2009-143 and 2009-144 to authorize certain terms of sale provisions for the bond anticipation notes authorized by those Resolutions, for the Executive's Department of Finance and Budget, and declaring an emergency.

WHEREAS, this Council previously enacted Resolutions Nos. 2009-140, 2009-141, 2009-142, 2009-143 and 2009-144 whereby this Council authorized the issuance of five issues of bond anticipation notes to reimburse the County for expenses related to certain capital improvement projects; and

WHEREAS, those same Resolutions authorized the County Executive to sell the notes to the County Fiscal Officer, who would then invest those notes as part of the County's investment portfolio; and

WHEREAS, after the adoption of those Resolutions, the County's bond counsel discovered an Internal Revenue Service opinion that indicated the repurchase of notes by an issuing governmental entity constituted extinguished debt for federal tax purposes and therefore the timeframe for the County to reimburse itself following the expenditure of costs associated with the capital improvement projects would not be met if the County repurchased the notes; and

WHEREAS, as a result of that opinion, bond counsel has advised the County that the County should proceed with a private sale of the notes; and

WHEREAS, JPMorgan Chase Bank, N.A. desires to purchase the notes from the County; and

WHEREAS, based on the information above, and after reviewing all pertinent information, this Council finds and determines that it is necessary and in the best interest of the County to revise some of the terms of sale provisions in the previous Resolutions to provide for said private sale of the notes;

NOW, THEREFORE, BE IT RESOLVED by the Council of the County of Summit, State of Ohio, that:

SECTION 1

Findings and Determinations. This Council finds and determines the following matters (capitalized terms are defined in Section 4 or, if not there, are used with the meanings given them in Section 190.01 of the County's Codified Ordinances):

SECTION 1 (cont'd.)

- (a) This Council has previously authorized the issuance of five issues of bond anticipation notes to reimburse the County for the costs of certain projects set forth in the Note Resolutions enacted on April 13, 2009, and authorized the County Executive to sell the notes to the County Fiscal Officer, as investing authority of the County.
- (b) In order to guaranty full compliance with the federal tax regulations relating to the reimbursement of expenditures to be financed with the tax-exempt bonds, the County Executive will not be able to sell the Notes to the County Fiscal Officer. Accordingly, this Council now determines it is in the best interest of the County to authorize the County Executive to sell the Notes in a private sale to an entity other than the County Fiscal Officer.
- (c) To improve the marketability of the Notes, this Council finds that it is in the best interest of the County to amend certain authorized terms of the Notes set out in the Note Resolutions.

SECTION 2

Note Authorization and Terms. This Council supplements the authorized terms of the Notes as follows:

- (a) **Maturity.** The Notes must mature one year from their date. The Authorized Officer may, if he determines it to be in the best interest of the County, establish a different maturity date, less than one year from the Closing Date, for each of the Notes.
- (b) **Redemption.** The Notes will not be subject to redemption before maturity, unless otherwise determined by the Authorized Officer in the Certificate of Award. The Authorized Officer may determine, in the Certificate of Award, to provide that the Notes will be subject to redemption, and may establish, in the Certificate of Award, notice provisions for that redemption, and any price for that redemption, which may be any percentage of the principal amount redeemed, not exceeding 110%.
- (c) **Form.** The Notes will not be issued in Book-Entry Form. The Notes will be issued in fully registered form, registered in the name of the Holder, originally the Original Purchaser, and delivered to the Holder in such manner as it requests.
- (d) **Payment.** Interest on the Notes will be payable on the Interest Payment Date. Interest payable on the Interest Payment Date will be for all interest accrued but unpaid on the Notes. The principal on the Notes will be payable on the maturity date.

SECTION 3

Sale of the Notes. The Notes will be sold at private sale to the Original Purchaser, in accordance with law and the provisions of the Authorizing Legislation, at a purchase price to be determined by the Authorized Officer in the Certificate of Award.

SECTION 4

Definitions. In addition to the definitions in Section 190.01 of the County's Codified Ordinances, the following are defined terms in this Note Resolution:

"Authorizing Legislation" means, collectively, Chapter 190 of the County's Codified Ordinances, the Note Resolutions, and this Resolution.

"Authorized Officer" means the County Executive.

"Interest Payment Date" means the maturity date of the Notes.

"Note Resolutions" means Resolutions No. 2009-140, 2009-141, 2009-142, 2009-143, and 2009-144, enacted by Council on April 13, 2009.

"Notes" means the following bond anticipation notes of the County authorized by the Note Resolutions:

Notes	Note Resolutions
County Jail Improvement Notes, Series 2009	Resolution No. 2009-140
Court of Appeals Improvement Notes, Series 2009	Resolution No. 2009-141
Courthouse Improvement Notes, Series 2009	Resolution No. 2009-142
County Adult Probation Center Improvement Notes, Series 2009	Resolution No. 2009-143
County Sheriff's Office Building Improvement Notes, Series 2009	Resolution No. 2009-144

"Original Purchaser" means JPMorgan Chase Bank, N.A. or any other purchaser determined by the Authorized Officer in the Certificate of Award.

SECTION 5

This Resolution is hereby declared an emergency in the interest of the health, safety, and welfare of the citizens of the County of Summit and for the further purpose to immediately allow for the prompt issuance of the Notes to preserve the County's ability to issue the bonds anticipated by the notes on a tax-exempt basis and thereby achieve interest cost savings to the County.

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SECTION 6

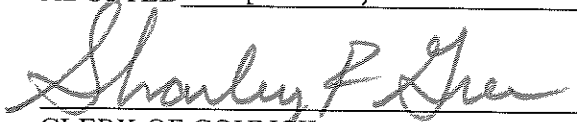
Provided this Resolution receives the affirmative vote of eight members of this Council, it shall effect immediately upon its adoption and approval by the County Executive; otherwise, it shall take effect and be in force at the earliest time provided by law.

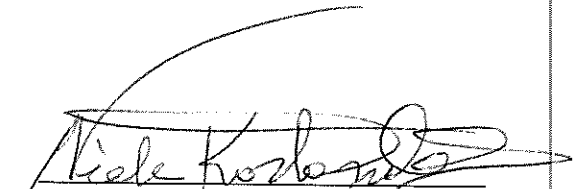
SECTION 7

It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution were taken in an open meeting of this Council, and that all deliberations of this Council and 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 of the Ohio Revised Code.

INTRODUCED April 27, 2009

ADOPTED April 27, 2009


CLERK OF COUNCIL


PRESIDENT

APPROVED April 27, 2009


EXECUTIVE

ENACTED EFFECTIVE April 27, 2009

Voice Vote: 10-0 YES: Komunale, Crawford, Crossland, Feeman, Kostandaras
Poda, Prentice, Rodgers, Schmidt, Smith ABSENT: Shapiro