

RESOLUTION NO. 2010-150

SPONSOR Mr. Pry

DATE April 12, 2010

COMMITTEE: Finance

An amended Resolution providing for the issuance and sale of not to exceed \$225,000 of bonds of the County of Summit to pay costs of acquiring, equipping and installing a countywide document management and workflow application system, including all necessary appurtenances thereto, for the Executive's Department of Finance and Budget, and declaring an emergency.

WHEREAS, the County has previously performed certain capital improvements as described in Section 2; and

WHEREAS, the County Fiscal Officer has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 is at least five years and the maximum maturity of the Bonds described in Section 2 is ten years; and

WHEREAS, this Council finds and determines that it is necessary and in the best interest of the County to issue Bonds for the aforementioned improvements.

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

Section 1. Definitions and Interpretation. In addition to the words and terms elsewhere defined in this resolution, unless the context or use clearly indicates another or different meaning or intent:

“Annual Information” means the annual financial information and operating data of the type to be specified in the Continuing Disclosure Certificate in accordance with the Rule.

“Authorized Denominations” or “authorized denominations” means (a) with respect to Capital Appreciation Bonds, if any, the denomination equal to the original principal amount that, when interest at the applicable compounding interest rate is accrued and compounded thereon on each Interest Accretion Date to the stated maturity of those Bonds, will result in a Maturity Amount equal to \$5,000 or any integral multiple thereof or such other Maturity Amount set forth in the Certificate of Award as may be determined to be necessary or advisable to the issuance and sale of the Bonds and (b) with respect to Current Interest Bonds and Tax Credit Bonds, the denomination of \$5,000 or any integral multiple thereof, or such other denomination set forth in Certificate of Award as may be determined to be necessary or advisable to the issuance and sale of the Bonds.

“Authorized Official” means the County Executive or the County Fiscal Officer.

“Book entry form” or “book entry system” means a form or system under which (a) the ownership of book entry interests in Bonds and the principal of and interest on the Bonds may be

transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds deposited with and maintained in the custody of the Depository or its agent. The book entry maintained by others than the County is the record that identifies the owners of book entry interests in those Bonds and that principal and interest.

“Bond Proceedings” means, collectively, this resolution, the Certificate of Award, the Continuing Disclosure Certificate, the Registrar Agreement (if any), the Bond Purchase Agreement, and letter of representations or similar document with any Depository for the Bonds under a book entry system and such other proceedings of the County, including the executed Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds.

“Bond Purchase Agreement” means the Bond Purchase Agreement between the County and the Original Purchaser signed by the Authorized Official in accordance with Section 6.

“Bond Register” means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

“Bond Registrar” means the bank or trust company determined by the Authorized Official in the Certificate of Award to be the authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Registrar Agreement in accordance with Section 4.

“Bonds” means the County’s Bonds authorized in Section 2 of this Resolution.

“Capital Appreciation Bonds” means any Bonds designated as such in the Certificate of Award, maturing in the years, being in the original principal amounts and having the Maturity Amounts set forth therein, and bearing interest accrued and compounded on each Interest Accretion Date and payable at maturity.

“Certificate of Award” means the certificate authorized to be signed by the Authorized Official pursuant to Section 6, setting forth and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this resolution requires or authorizes to be set forth or determined therein.

“Closing Date” means the date of physical delivery of, and payment of the purchase price for, the Bonds.

“Code” means the Internal Revenue Code of 1986, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the

foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

“Compound Accreted Amount” means, with respect to any Capital Appreciation Bond, the original principal amount thereof plus interest accrued and compounded on each Interest Accretion Date to the date of maturity or other date of determination. The Compound Accreted Amount of a Capital Appreciation Bond as of any date other than an Interest Accretion Date is the sum of (a) the Compound Accreted Amount for that Bond on the immediately preceding Interest Accretion Date plus (b) the product of (i) the difference obtained by subtracting (A) the Compound Accreted Amount of that Bond on the immediately preceding Interest Accretion Date from (B) the Compound Accreted Amount of that Bond on the immediately succeeding Interest Accretion Date, times (ii) the ratio of (C) the number of days from the immediately preceding Interest Accretion Date to the date of determination to (D) the total number of days from that immediately preceding Interest Accretion Date to the immediately succeeding Interest Accretion Date; provided, however, that in determining the Compound Accreted Amount of a Capital Appreciation Bond as of a date prior to the first Interest Accretion Date, the Closing Date shall be deemed to be the immediately preceding Interest Accretion Date and the original principal amount of that Bond shall be deemed to be the Compound Accreted Amount on the Closing Date.

“Continuing Disclosure Certificate” means the certificate authorized herein, which, together with the provisions of this resolution, shall constitute the continuing disclosure agreement made by the County for the benefit of the holders and beneficial owners of the Bonds in accordance with the Rule.

“Current Interest Bonds” means, collectively, the Current Interest Serial Bonds and the Current Interest Term Bonds, each as designated as such in the Certificate of Award.

“Current Interest Serial Bonds” means those Current Interest Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“Current Interest Term Bonds” means those Current Interest Bonds designated as such in the Certificate of Award, maturing on the dates set forth therein, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

“Designated Corporate Trust Office” means the Bond Registrar’s designated corporate trust office.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of book entry interests in Bonds or the principal of and interest on Bonds, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (as limited purpose trust company), New York, New York.

“Financing Costs” means Financing Costs as defined in Section 133.01 of the Revised Code.

“Interest Accretion Dates” means, with respect to Capital Appreciation Bonds, if any, June 1 and December 1 of each year during which Capital Appreciation Bonds are outstanding, commencing June 1, 2011 or such other date as is established in the Certificate of Award.

“Maturity Amount” means, with respect to a Capital Appreciation Bond, the principal of and interest on that Bond due and payable at its stated maturity.

“Original Purchaser” means PNC Capital Markets LLC.

“Participant” means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

“Principal Payment Dates” means December 1 in each of the years from and including 2011 to and including 2020; provided that the Authorized Official may specify and establish in the Certificate of Award different Principal Payment Dates or a different initial Principal Payment Date if determined to be necessary and advisable to the issuance and sale of the Bonds.

“Registrar Agreement” means the Bond Registrar Agreement between the County and the Bond Registrar, if other than the County Fiscal Officer.

“Refundable Tax Credit” means a credit allowed to the County in lieu of a Tax Credit and payable to the County by the U.S. Treasury as provided in Section 6431 of the Code.

“Refundable Tax Credit Obligations” means Bonds the interest on which is includable in gross income for federal income tax purposes and with respect to which the County shall have made an irrevocable election to receive a Refundable Tax Credit.

“Rule” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934.

“SEC” means the Securities and Exchange Commission.

“Tax Credit” means a credit against federal income tax that is allowed under Section 54AA of the Code to a taxpayer holding a Tax Credit Obligation on one or more interest payment dates.

“Tax Credit Obligations” means Bonds that are issued and sold as obligations to which 54AA of the Code applies, the interest on which is includable in gross income for federal income tax purposes and with respect to which one or more Tax Credits is allowed under the Code.

“Tax-Exempt Obligations” means Bonds that are issued and sold as obligations to which Section 103 of the Code applies, the interest on which is excluded from gross income for federal income tax purposes.

“Tax Status” means the status of Bonds as Tax-Exempt Obligations, Tax Credit Obligations or Refundable Tax Credit Obligations.

“Underwriter” means PNC Capital Markets LLC.

Section 2. Authorized Principal Amount and Purpose: Application of Proceeds. It is necessary to issue bonds of this County in the aggregate principal amount of not to exceed \$225,000 (the “Bonds”) to pay costs of acquiring, equipping and installing a countywide document management and workflow application system, including all necessary appurtenances thereto and related Financing Costs. The principal amount of the Bonds shall be the amount determined by the Authorized Official in the Certificate of Award to be the amount necessary for the purpose set forth in this Section, including any issuance costs.

Subject to the limitations set forth in this resolution, the aggregate principal amount of Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this resolution are subject to further specification or determination in the Certificate of Award upon the finalization of the terms and provisions of the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued (including those costs described in Section 6(d) hereof). Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

Section 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions.

The Bonds shall be issued in one lot and only as fully registered bonds, in Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The respective principal amounts of the Bonds to be issued as Current Interest Bonds and Capital Appreciation Bonds or Tax Credit Obligations (if any Bonds are issued as such) shall be determined by the Authorized Official in the Certificate of Award. The Current Interest Bonds shall be dated as of the Closing Date, or such other date as is established by the Authorized Official in the Certificate of Award, but in any case not more than 50 days prior to the date of their initial delivery, any Capital Appreciation Bonds shall be dated as of the Closing Date, and any Tax Credit Obligations shall be dated as of the date set forth in the Certificate of Award.

(a) Interest Rates and Payment Dates. The Current Interest Bonds shall bear interest at the rate or rates per year (computed on a 360-day year basis) not to exceed 7% per year for any stated maturity, as specified in the Certificate of Award; provided that the Current Interest Bonds of any one maturity shall all bear the same rate of interest. Interest on

the Current Interest Bonds shall be payable on June 1 and December 1 of each year (the "Interest Payment Dates"), commencing June 1, 2011, until the principal amount has been paid or provided for; provided, however, that if the Authorized Official determines it to be in the best interests and financial advantages of the County, he may set forth different Interest Payment Dates and/or a different initial Interest Payment Date in the Certificate of Award. The Current Interest Bonds shall bear interest from the most recent date to which interest has been paid or provided for, or if no interest has been paid or provided for, from their date.

Any Capital Appreciation Bonds shall bear interest from the Closing Date at the compounding rate or rates of interest per year (computed on the basis of a 360-day year consisting of twelve 30-day months), not exceeding 15% per year for any stated maturity, accrued and compounded on each Interest Accretion Date and payable at maturity, which will result in the aggregate Maturity Amounts payable at maturity, as shall be specified by the Authorized Official in the Certificate of Award; provided, that all Capital Appreciation Bonds of the same maturity shall bear the same compounding rate of interest. The total interest accrued on any Capital Appreciation Bond as of any particular date shall be an amount equal to the amount by which the Compound Accreted Amount of that Capital Appreciation Bond exceeds the original principal amount of that Capital Appreciation Bond as of that date.

Any Tax Credit Obligations shall bear the rate or rates of interest per year (computed on the basis of a 360-day year consisting of twelve 30-day months or as otherwise set forth in the Certificate of Award), not exceeding 10% per year as to any stated maturity, as shall be specified by the Authorized Official (subject to subsection (c) of this Section) in the Certificate of Award; provided, that all Tax Credit Obligations of the same maturity may bear interest at different rates. Interest on the Tax Credit Obligations shall be payable on each Interest Payment Date until the principal amount has been paid or provided for, except as may otherwise be set forth in the Certificate of Award. The Tax Credit Obligations shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for from their date, unless otherwise set forth in the Certificate of Award.

Notwithstanding any provision herein to the contrary, Bonds maturing on any one Principal Payment Date may be issued separately as Current Interest Bonds, Capital Appreciation Bonds and Tax Credit Obligations, or any combination thereof.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to mandatory sinking fund redemption on the Principal Payment Dates, or such other years as may be set forth in the Certificate of Award, provided the final maturity date shall be not later than the maximum maturity of the Bonds set forth in the third recital hereto, in the following principal amounts:

Principal		Principal	
<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>
2011	\$15,000	2016	\$20,000
2012	20,000	2017	20,000
2013	20,000	2018	20,000

2014	20,000	2019	20,000
2015	20,000	2020	25,000

; provided that, subject to the limitations set forth in this resolution, the principal amount of Bonds maturing or subject to mandatory sinking fund redemption requirements on any one or more of the Principal Payment Dates may be increased or decreased as specified by the Authorized Official in the Certificate of Award, and the Principal Payment Dates may be as otherwise specified in the Certificate of Award, if determined to be in the best interests and financial advantages of the County.

Consistent with the foregoing and in accordance with the determination of the Authorized Official of the best interests of and financial advantages to the County, the Authorized Official shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued, (ii) the aggregate principal amount of Bonds to be issued as Current Interest Bonds, (iii) the aggregate principal amount of Current Interest Bonds to be issued as Current Interest Serial Bonds, the Principal Payment Date or Dates on which those Bonds shall mature and the principal amount thereof that shall be stated to mature on each Principal Payment Date; (iv) the aggregate principal amount of Current Interest Bonds to be issued as Current Interest Term Bonds, the Principal Payment Dates on which those Bonds subject to mandatory sinking fund redemption shall be stated to mature and shall be subject to mandatory sinking fund redemption (the "Mandatory Redemption Dates") and the principal amounts thereof that shall be payable pursuant to mandatory sinking fund redemption requirements on each Mandatory Redemption Date, (v) the aggregate original principal amount of the Bonds to be issued as Capital Appreciation Bonds, if any, and the corresponding aggregate Maturity Amount thereof that shall be payable on each Interest Payment Date, (vi) the aggregate principal amount of Bonds to be issued as Tax Credit Obligations and any redemption provisions applicable thereto, (vii) the rate or rates of interest per year to be borne by the Current Interest Bonds or Tax Credit Obligations and the compounding rate or rates of interest per year to be borne by any Capital Appreciation Bonds, (viii) if determined by the Authorized Official in the Certificate of Award to be necessary or advisable to the sale of the Bonds, the Bonds shall be subject to extraordinary redemption by and at the option of the County as provided in the Certificate of Award, (ix) if determined by the Authorized Official in the Certificate of Award to be necessary or advisable to the sale of the Bonds, that the Bonds shall be designated as "qualified tax-exempt obligations" under the applicable provisions of Section 265 of the Code and ~~(ix)~~ (x) any other matters as set forth in this resolution.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Current Interest Bonds and Tax Credit Obligations, taking into account any Refundable Tax Credit that the County has elected to receive, and the compounding rate or rates of interest per year to be borne by any Capital Appreciation Bonds, and the principal amount of Current Interest Bonds maturing or payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Principal Payment Date and the Maturity Amount of any Capital Appreciation Bonds payable on each Principal Payment Date, shall be such that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Current Interest Bonds and any Tax Credit Obligations, and principal of and interest on any Capital Appreciation Bonds, shall be payable when due upon presentation and surrender of the Bonds at the Designated Corporate Trust Office of the Bond Registrar. Interest on a Current Interest Bond and any Tax Credit Obligation shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the fifteenth day of the calendar month next preceding that Interest Payment Date, or as otherwise may be set forth in the Certificate of Award. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest on the Bonds shall be payable in the manner provided in any agreement entered into by the Authorized Official in the name of the County in connection with the book entry system.

(e) Redemption Provisions. The Capital Appreciation Bonds, if any, shall not be subject to redemption prior to maturity. Unless otherwise specified by the Authorized Official in the Certificate of Award, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption. If requested by the Original Purchaser and confirmed in the Certificate of Award, the principal maturity amount of Current Interest Bonds on any maturity date may be consolidated with one or more consecutive preceding annual principal maturity amounts of Current Interest Bonds into a single aggregate principal amount stated to mature on that maturity date. In that case, those Current Interest Term Bonds then stated to mature on such maturity date shall be subject to mandatory sinking fund redemption in part by lot and be redeemed at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those dates as set forth in the Certificate of Award (such dates and amounts, the "Mandatory Sinking Fund Redemption Requirements").

The aggregate amount of money to be deposited with the Bond Registrar for payment of principal of and interest on Current Interest Term Bonds on each Mandatory Redemption Date shall include amounts sufficient to redeem on that date the principal amount of Current Interest Term Bonds payable on that date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as provided below).

The County shall have the option to deliver to the Bond Registrar for cancellation Current Interest Term Bonds in any aggregate principal amount and to receive a credit against the then current Mandatory Sinking Fund Requirement (and corresponding mandatory redemption obligation) of the County for Current Interest Term Bonds stated to mature on the same Principal Payment Date as the Current Interest Term Bonds so delivered. That option shall be exercised by the County on or before the 45th day preceding the applicable Mandatory Redemption Date, by furnishing the Bond Registrar a certificate, executed by the Authorized Official,

setting forth the extent of the credit to be applied with respect to the then current Mandatory Sinking Fund Redemption Requirement for Current Interest Term Bonds stated to mature on the same Principal Payment Date. If the certificate is not timely furnished to the Bond Registrar, the Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) also shall be received by the County for any Current Interest Term Bonds which prior thereto have been redeemed (other than through the operation of the Mandatory Sinking Fund Redemption Requirement) or purchased for cancellation and canceled by the Bond Registrar, to the extent not theretofore applied as a credit against any Mandatory Sinking Fund Redemption Requirements for Current Interest Term Bonds.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) for Current Interest Term Bonds. Any excess of that amount over the then current Mandatory Sinking Fund Redemption Requirement shall be credited against subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations) for Current Interest Term Bonds in the order directed by the Authorized Official.

(ii) Optional Redemption. Unless otherwise determined by the Authorized Official in the Certificate of Award to be necessary or advisable to the sale of the Bonds, the Bonds shall not be subject to redemption by and at the option of the County.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for redemption at one time, they shall be called from the maturities and in the principal amount of a maturity as selected by the County. If fewer than all Bonds of a single maturity are to be redeemed, the selection of Bonds to be redeemed, or portions thereof in Authorized Denominations, shall be made by lot by the Bond Registrar in any manner which the Bond Registrar may determine. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as though it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (ii) for issuance, without charge to the registered owner thereof, of a new Bond or Bonds of any Authorized Denomination or denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered; provided, however, if the minimum Authorized Denomination is

determined in the Certificate of Award to be other than a \$5,000 unit, the provisions of this subparagraph (c) shall be applied utilizing the minimum Authorized Denomination set forth in the Certificate of Award.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. Notice having been mailed in the manner provided in the preceding paragraph, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus interest accrued to the redemption date. If money for the redemption of all of the Bonds and portions thereof to be redeemed, together with interest accrued thereon to the redemption date, is held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If that money shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All money held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds.

If in the judgment of the Authorized Official the filing of applications for a rating on the Bonds by one or more rating services, or for a policy of bond insurance or other credit support instrument relating to the Bonds, are necessary or desirable for marketing purposes, the Authorized Official is authorized to prepare and submit either or both of those applications, to provide such information as may be required in support of them and to provide further for the payment of the cost of such rating, policy or other credit support instrument payable by the County from proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

Section 4. Execution and Authentication of Bonds; Appointment of Bond Registrar.

The Bonds shall be signed by the County Executive and the County Fiscal Officer in the name of the County and in their official capacities, provided that either or both of those signatures may be a facsimile. The Bonds shall be issued in the denominations and numbers as requested by the Original Purchaser and approved by the Authorized Official, shall be numbered as determined by the Authorized Official and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this resolution. No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond Proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond Proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar, or by any other person acting as an agent of the Bond Registrar and approved by the Authorized Official on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

The Authorized Official is hereby authorized and directed to appoint, in the Certificate of Award, a Bond Registrar after determining that its services as Bond Registrar will be for reasonable compensation and that it will adequately protect the funds of the County with proper procedures and safeguards available for that purpose, with such determinations to be evidenced by that appointment; provided, however, the Authorized Official may determine that the County Fiscal Officer shall act as bond registrar, authenticating agent, transfer agent and/or paying agent if he determines such to be necessary and advisable to the issuance and sale of the Bonds. If necessary, the Authorized Official are hereby authorized to execute and deliver a Registrar Agreement. The Registrar Agreement shall have such terms as shall be consistent with this resolution and in the best interests and financial advantages of the County, all of which shall be conclusively evidenced by the signing of the Registrar Agreement or amendments to the Registrar Agreement. The County Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to such Registrar Agreement from the proceeds of the Bonds, to the extent available, and then from other money lawfully available and appropriated or to be appropriated for that purpose.

Section 5. Registration; Transfer and Exchange; Book Entry System.

(a) Bond Registrar. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain the Bond Register at its Designated Corporate Trust Office. Subject to the provisions of this Section 5, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond Proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any authorized denomination upon presentation and surrender at the main office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at that office of the Bond Registrar together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date. The provisions of this paragraph are subject to the book entry provisions stated below.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall provide for the signing and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond Proceedings. The exchange or transfer shall be without charge to the owner, except that the County and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond Proceedings, as the Bonds surrendered upon that exchange or transfer.

Notwithstanding any other provisions of this resolution, if it is determined by the Authorized Official to be advantageous to the County, the Bonds may be issued in book entry form in accordance with the provisions of this Section.

(c) Book Entry System. The Bonds may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (ii) the owners of book entry interests shall have no right to receive Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the Authorized Official may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Authorized Official does not or is unable to do so, the Authorized Official, after making provision for notification of the owners of book entry interests by the then Depository and any other

arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and authenticate and deliver bond certificates in registered form to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The Authorized Official is also hereby authorized and directed to the extent necessary or required to enter into any agreements or make and sign any representations on behalf of the County determined necessary in connection with the book entry system for the Bonds, after determining that the signing thereof will not endanger the funds or securities of the County (such determination to be evidenced by that signing).

Section 6.

(a) Sale of the Bonds. The Bonds are hereby sold and awarded at not less than 97% of par (plus any accrued interest) at private sale to the Original Purchaser with the purchase price, the aggregate principal amount of Bonds to be issued, the aggregate principal amount of Current Interest Bonds and aggregate original principal amount of Capital Appreciation Bonds (if any) to be issued, the amount of each principal payment, the interest rate on the Bonds for each maturity, serial maturities of Current Interest Serial Bonds and Mandatory Sinking Fund Redemption Requirements for any Current Interest Term Bonds, any optional redemption or extraordinary optional redemption provisions and all other matters as provided for herein, as set forth in the Certificate of Award, in accordance with law and the provisions of this resolution.

The Authorized Official shall sign and deliver, in the name of and on behalf of the County, the Bond Purchase Agreement substantially in the form now on file with the Clerk of Council. The Bond Purchase Agreement is approved, together with any changes or amendments that are not inconsistent with this resolution and not substantially adverse to the County and that are approved by the Authorized Official on behalf of the County, all of which shall be conclusively evidenced by the signing of the Bond Purchase Agreement or amendments to it. The Authorized Official shall execute the Certificate of Award and the Bond Purchase Agreement and shall cause the Bonds to be prepared, and have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. The County Executive, County Fiscal Officer, Clerk of Council, County Prosecutor, and other County officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this resolution (including escrow agreements and security purchase or investment agreements as necessary or appropriate for the securing and investment of any sinking fund established to secure Tax Credit Obligations).

(b) Primary Offering Disclosure – Official Statement. The preliminary official statement of the County relating to the original issuance of the Bonds substantially in the form now on file with the Clerk of Council (the “Preliminary Official Statement”) is approved. The distribution and use of the Preliminary Official Statement is hereby approved. The County Executive and the County Fiscal Officer, each or all are authorized and directed, on

behalf of the County, and in their official capacities, to complete the Preliminary Official Statement, with such modifications, completions, changes and supplements, as those officers shall approve or authorize for the purpose of preparing and determining, and to certify or otherwise represent, that the revised official statement is a "deemed final" official statement (except for permitted omissions) by the County as of its date and is a final official statement for purposes of SEC Rule 15c2-12(b)(1), (3) and (4).

(c) Agreement to Provide Continuing Disclosure. Those officers are each further authorized to use and distribute, or authorize the use and distribution of, the final official statement and supplements thereto in connection with the original issuance of the bonds as may in their judgment be necessary or appropriate. Those officers and each of them are also authorized to sign and deliver, on behalf of the County, and in their official capacities, such certificates in connection with the accuracy of the final official statement and any amendment thereto as may, in their judgment, be necessary or appropriate.

For the benefit of the holders and beneficial owners from time to time of the Bonds, the County agrees, in accordance with, and as the only obligated person with respect to the Bonds under the Rule, to provide or cause to be provided such financial information and operating data (annual information), audited financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5)(i) of the Rule. In order to describe and specify certain terms of the County's continuing disclosure agreement for that purpose, and thereby to implement that agreement, including provisions for enforcement, amendment and termination, the Authorized Official is authorized and directed to sign and deliver, in the name and on behalf of the County, the Continuing Disclosure Certificate, with any changes or amendments that are not inconsistent with this resolution and not substantially adverse to the County and that are approved by the Authorized Official on behalf of the County, all of which shall be conclusively evidenced by the signing of that Certificate or amendments to it. The agreement formed, collectively, by this paragraph and that Certificate, shall be the County's continuing disclosure agreement for purposes of the Rule, and its performance shall be subject to the availability of funds and their annual appropriation to meet costs the County would be required to incur to perform it.

The County Executive is further authorized and directed to establish procedures in order to ensure compliance by the County with its continuing disclosure agreement, including the timely provision of information and notices. Prior to making any filing in accordance with that agreement or providing notice of the occurrence of any other events, the County Executive may consult with, as appropriate, the legal counsel and bond or other qualified independent special counsel to the County. The County Executive, acting in the name and on behalf of the County, shall be entitled to rely upon any legal advice provided by any such counsel in determining whether a filing should be made.

(d) Application for Rating or Bond Insurance; Financing Costs. If, in the judgment of the Authorized Official, the filing of an application for (i) a rating on the Bonds by one or more nationally-recognized rating agencies or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Bonds is in the best interest of and financially advantageous to this County, those officers are authorized to prepare and submit those applications and to provide to each such agency or

company such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating or policy.

The expenditure of the amounts necessary to secure those ratings and to pay the other Financing Costs in connection with the Bonds is authorized and approved, and the Authorized Official is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

The Authorized Official is authorized, if it is determined to be in the best interest of the County, to combine the issue of Bonds with one or more other bond issues of the County into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code.

(e) Separate Sale for Bonds of Different Tax Status. If, in the judgment of the Authorized Official after consultation with the Original Purchaser, it is in the best interest of and financially advantageous to the County to sell Bonds of one Tax Status separately from Bonds of another Tax Status, the Bonds may be issued and sold in separate series, and the Authorized Official may enter into a separate Purchase Agreement with respect to each such series, and the provisions of subsections (a) through (d) of this Section shall apply to each such sale, and references to "Bond Purchase Agreement," "disclosure document," and "Continuing Disclosure Certificate" shall include the Bond Purchase Agreement, disclosure document and Continuing Disclosure Certificate for the series of Bonds sold separately pursuant to this subsection (e).

Section 7. Provisions for Tax Levy. There shall be levied on all the taxable property in the County in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall be not less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. In each year to the extent other moneys lawfully available to the County are available for the payment of debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the income so available and appropriated.

Section 8. Federal Tax Considerations. Federal Tax Considerations. (a) *The representations and covenants of this subparagraph (a) apply only to Bonds issued and sold as Tax-Exempt Obligations.* The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Code or (ii) be treated other than as bonds to which Section 103(a) of the Code applies, and (b) the interest thereon will not be an item of

tax preference under Section 57 of the Code. The County further covenant that (a) it will take or cause to be taken such actions that may be required of them for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for them, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code; (b) *The representations and covenants of this subparagraph (b) apply only to Bonds issued and sold as Tax Credit Obligations.* The Authorized Official, is, alone or in conjunction with any of the foregoing or with any other officer or employee of the County, authorized to cooperate with the Original Purchaser by making, on behalf of the County, such covenants and representations as are appropriate and necessary so that (i) the Bonds will qualify and remain qualified as Tax Credit Obligations under the applicable provisions of Section 54AA of the Code, (ii) the County will not take or authorize to be taken any actions that would adversely affect that Tax Status, and (iii) the County, or persons acting for it, will, among other acts of compliance, (A) apply or cause the application of the proceeds of the Bonds to the governmental purpose of the borrowing, (B) restrict yield on investment property, (C) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such Tax Status under the Code.

The Authorized Official is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Bonds as the County is permitted or required to make or give under the federal income tax laws, including, without limitation, the election to issue a series of Bonds as Refundable Tax Credit Obligations and any of the elections or designations provided for in or available under Section 54AA and Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or Tax Status of the Bonds or interest thereon or entitlement to Tax Credits or Refundable Tax Credits relating thereto or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments of penalties with respect to Tax Exempt Obligations, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments with respect to Tax Exempt Obligations, or permitting the sale of Tax Credits separately from the principal of Tax Credit Obligations, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the intended Tax Status of the Bonds or the sale of Tax Credits separately from the principal of Tax Credit Obligations or the County's entitlement to receive one or more Refundable Tax Credits, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of Bonds, and the Tax

Credits or Refundable Tax Credits relating thereto or the intended Tax Status of the Bonds and interest thereon.

Section 9. Retention of Bond Counsel, Underwriter and Financial Advisor; Payment of Financing Costs. The legal services of Roetzel & Andress, A Legal Professional Association, as bond counsel are hereby retained by the County and are hereby authorized and approved by this Council. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Bonds and the rendering of necessary legal opinions upon the delivery of the Bonds. In rendering those legal services, as independent contractors and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of the County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, or of the County, or the execution of public trusts. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses they incur in rendering those legal services.

The County hereby retains, and this Council hereby authorizes and approves the retention of, the services of PNC Capital Markets LLC, as underwriter for the Bonds. The Underwriter will be paid for services and expenses in accordance with the Bond Purchase Agreement.

The County hereby retains, and this Council hereby authorizes and approves the retention of, Sudsina and Associates, LLC as financial advisor for the County. That firm shall be paid just and reasonable compensation for the financial advising services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering financial advising services.

This Council authorizes and approves the expenditure of the amounts necessary to pay the Financing Costs specifically authorized in this Section 9 and all other necessary Financing Costs in connection with the issuance and sale of the Bonds. Those Financing Costs may be paid by the Underwriter in accordance with the Bond Purchase Agreement. To the extent they are not paid by the Underwriter, this Council authorizes and directs the County Fiscal Officer to provide for the payment of those Financing Costs from the proceeds of the Bonds to the extent available and, otherwise, from any other funds lawfully available and appropriated for the purpose.

Section 10. Certification and Delivery of Resolution and Certificate of Award. The Clerk of Council is directed to forward a certified copy of this resolution and Certificate of Award to the County Fiscal Officer.

Section 11. Satisfaction of Conditions for Bond Issuance. This Council determines that all acts and conditions necessary to be done or performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 7) of the County are pledged for the timely payment of the debt charges

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on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 12. Compliance with Open Meeting Requirements. This Council finds and determines 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 committees that resulted in those formal actions were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section 13. Emergency. This Resolution is declared to be an emergency in the interest of the health, safety and welfare of the citizens of the County of Summit, and for the further reason that this Resolution is required to be immediately effective in order to issue and sell the Bonds as soon as possible which is necessary so that the County can timely meet its obligations with respect to the costs of the improvements referred to in Section 2 of this resolution.

Section 14. Effective Date. Provided this Resolution receives the affirmative vote of eight members, this Resolution shall take effect and be in full force and effect immediately upon its adoption and approval by the County Executive; otherwise, it will take effect and be in force at the earliest time provided by law.


INTRODUCED March 29, 2010

ADOPTED April 12, 2010


CLERK OF COUNCIL


PRESIDENT OF COUNCIL

APPROVED April 12, 2010


EXECUTIVE

ENACTED EFFECTIVE April 12, 2010

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Voice Vote: 11-0 YES: Comunale, Crawford, Crossland, Feeman, Kostandaras Poda, Prentice, Rodgers, Schmidt, Shapiro, Smith