



Present: President Robert E. Wirkner, Vice President Jeffrey L. Ohler and Commissioner Christopher R. Modranski.
Also present to observe: Nancy Schaar, Free Press Standard, Brittany Tangler, Chief Deputy Auditor, Natalie Witts, Deputy Auditor.

**IN THE MATTER OF
PLEDGE OF ALLEGIANCE**

 9:00 AM


Commissioner Wirkner asked that everyone join in the reciting of the Pledge of Allegiance.

**IN THE MATTER OF
ROLL CALL / BOARD MEETING ATTENDANCE**

 9:01 AM

Commissioner Modranski: Present; Commissioner Ohler: Present; Commissioner Wirkner: Present


**IN THE MATTER OF
RECORDINGS OF PROCEEDINGS**

 9:01 AM

Melissa N. Schaar, Clerk certified that the entire recording of the proceedings at the prior meetings are captured completely and accurately in the electronic record and are available at the office.

**IN THE MATTER OF
MINUTES**

Motion: to approve the summary of the minutes from the regular meeting of Monday, August 23, 2021 and electronic recording of the proceedings, **Action:** Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler and Commissioner Christopher R. Modranski NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Commissioner Christopher R. Modranski, **Seconded by** Vice President Jeffrey L. Ohler.
Motion carried on unanimous vote.


 9:01 AM

**IN THE MATTER OF
EXPENSES**

Motion: to approve the following travel and membership expenses:

NAME, TITLE	DEPT.	EVENT	LOCATION	DATE	AMOUNT (not to exceed)
Commissioner Christopher R. Modranski	Commissioners	OhioSE Local Partners meeting	Cambridge, OH	9/21/21	\$74.48
Commissioner Christopher R. Modranski	Commissioners	Encino Energy meeting	Louisville, OH	Retroactive to 8/25/21	\$28.56
Melissa Schaar, Clerk Ron Nuzzolillo, Assistant Clerk	Commissioners	Encino Energy meeting	Louisville, OH	Retroactive to 8/25/21	\$28.56
Commissioner Christopher R. Modranski	Commissioners	HARCATUS Executive Board meeting	New Philadelphia, OH	Retroactive to 8/25/21	\$28.50

Action: Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler and Commissioner Christopher R. Modranski NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Commissioner Christopher R. Modranski, **Seconded by** Vice President Jeffrey L. Ohler.
Motion carried on unanimous vote.


 9:02 AM

**IN THE MATTER OF
APPROPRIATION(S)**

Motion: to approve the following appropriation(s):


FUND	NAME	CODE	AMOUNT
A001	Professional Services-Comm	0001-A001-A10.000	\$11,156.00

Action: Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler and Commissioner Christopher R. Modranski NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Commissioner Christopher R. Modranski, **Seconded by** Vice President Jeffrey L. Ohler.
Motion carried on unanimous vote.

 9:03 AM

**IN THE MATTER OF
PAYMENT OF BILLS**

Motion: to approve bills submitted for payment and to authorize the County Auditor to issue her warrant on the County Treasury for payment of same, **Action:** Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler and Commissioner Christopher R. Modranski, NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Vice President Jeffrey L. Ohler, **Seconded by** Commissioner Christopher R. Modranski.
Motion carried on unanimous vote.

 9:04 AM

**IN THE MATTER OF
PAYMENT OF BILLS WITHOUT PRIOR CERTIFICATION:
REVISED CODE 5705.41**


Motion: to approve payment of the following for materials or services purchased without a proper purchase order and certification and the County Auditor is authorized to issue her warrant for payment of same:

COUNTY: Ron Ruegg, \$240.00; Henschen & Associates, \$1,800.00; Treasurer, State of Ohio, \$136.50; ID Networks, \$11,156.00; Treasurer, State of Ohio, \$3,180.00; ID Networks, \$120.00 & PNC, \$281.03.

DJFS: Goodwill Industries, \$658.71; Goodwill Industries, \$197.75, Key Bank, \$823.70, Forensic Fluid Lab, \$100.00; Jefferson Co. CAC, \$10,547.00; Key Bank, \$333.98; Key Bank, \$467.00; D&D, \$1,143.90 & Todd Evans, \$500.00.


Action: Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler and Commissioner Christopher R. Modranski, NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Vice President Jeffrey L. Ohler, **Seconded by** Commissioner Christopher R. Modranski.

Motion carried on unanimous vote.


 9:05 AM

**IN THE MATTER OF
ENVIRONMENTAL COVENANT
LEGACY TUBE, LLC**

Commissioner Wirkner advised that the Board has been provided a copy of the Environmental Covenant recorded in Official Record Book 147, Page 2932 in the Carroll County Recorder's office, regarding property owned by Legacy Tube, LLC in Minerva, Ohio. An Environmental Covenant signifies that the property has gone through a voluntary environmental auditing process and has been found to comply with Ohio EPA's environmental standards. Legacy Tube, LLC is required by law to provide a copy of the Environmental Covenant to the Board of Commissioners. A copy is on file in the Commissioners' office.

 9:05 AM


**IN THE MATTER OF
LETTER OF SUPPORT
SOIL AND WATER CONSERVANCY DISTRICT**

 9:06 AM


Commissioner Wirkner advised that Kristy Dickey, Watershed Specialist for Carroll and Harrison Soil and Water Conservation District (SWCD) is asking for a letter of support to include with their application to the Partners in Watershed Management Project Assistance Program. Ms. Dickey advised that the Carroll SWCD would like to purchase a cover crop roller crimper and a lime spreader to be used in their new project titled Project Soil Health: New Tools for the Toolbox. The equipment offered will supplement existing programs in the county.

Motion: to approve the Letter of Support for the Carroll Soil and Water Conservation District, **Action:** Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler, and Commissioner Christopher R. Modranski; NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Vice President Jeffrey L. Ohler, **Seconded by** Commissioner Christopher R. Modranski.

Motion carried on unanimous vote.


 9:06 AM

**IN THE MATTER OF
CARROLL GOLDEN AGE RETREAT
MONTHLY UPDATE**

 9:07 AM

Dawn Faulk, Carroll Golden Age Retreat (CGAR) Supervisor appeared before the Board to provide the monthly update. Ms. Faulk advised that the annual Open House will be held on September 4, 2021 from 10:00 a.m. to 2:00 p.m. Ms. Faulk advised that most of the activities will be held outside. Meals will be prepackaged, labeled and available on a table. Spaced out seating will be available for dining. Ms. Faulk advised that Spikeman will be providing entertainment. Ms. Faulk advised that with the newly expanded parking lot, there will be plenty of room for the car and motorcycle show. There will be a photo booth, an artist, and face painting for the kids will be done by the Carrollton art class students. Ms. Faulk advised that there will be several activities over the next few months to promote the levy that will be on the November 2nd ballot. Ms. Faulk advised that the HVAC project is scheduled to begin in the first or second week of September. Currently, the CGAR has seven males and 30 female residents for a total of 37 residents.

**IN THE MATTER OF
DEFERRED COMP
EQUITABLE ADVISORS**

 9:10 AM


Joe Schindel and Bryce Mathie from Equitable Advisors appeared before the Board to discuss the deferred compensation plan. Mr. Schindel provided a brief history of Equitable Advisors and advised that Equitable Advisors specializes in working with public employers. Mr. Schindel advised that Equitable Advisors strives to not just be "enrollers" but to educate their clients, as well as provide full financial planning. Commissioner Ohler asked Brittany Tangler, Chief Deputy Auditor II who the county currently has for deferred comp. Ms. Tangler advised Ohio Deferred Comp and CCAO Deferred Comp. Ms. Tangler advised that if the Board votes to add a third deferred comp provider, her office will set up the deductions. Commissioner Wirkner asked if there is a demand for deferred comp, and Ms. Tangler advised that there is a demand. Ms. Tangler advised that her office submits the contributions by paper check. Mr. Schindel advised that Equitable will accept a paper check as well. Commissioner Wirkner advised that he feels

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employees can be confused by too many offerings. Natalie Witts, Deputy Auditor agreed. Mr. Schindel advised that it is the employee’s choice who they use for their deferred comp. Commissioner Wirkner advised that he feels the best way to get the information out is to present it at a Leadership meeting. Mr. Schindel advised that fees are currently a maximum of 1.2% of the account balance. Ms. Witts advised that the employee pays all fees; the county pays nothing. Ms. Tangler advised that the best time to present would be during open enrollment, which will be sometime in October. Commissioner Ohler, Mr. Schindel and Mr. Mathie discussed licensing and the number of investment options that are available. Ronald M. Nuzzolillo, Jr., advised the Board that the next Leadership meeting will be held on Thursday, September 23, 2021 at 7:30 a.m. Commissioner Wirkner advised that a presentation at the Leadership meeting would work well, since the meeting will be close to the open enrollment period.

Motion: to allow Equitable Advisors to make a presentation to the Leadership Committee on September 23, 2021, **Action:** Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler and Commissioner Christopher R. Modranski NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Commissioner Christopher R. Modranski, **Seconded by** Vice President Jeffrey L. Ohler. Motion carried on unanimous vote.

 9:40 AM


Commissioner Wirkner advised that the Leadership Meetings are only a half hour long so the presentation will need to be 15 minutes long and well organized. Commissioner Ohler advised that Mr. Schindel and Mr. Mathie need to create interest beforehand. Commissioner Wirkner recommended providing information beforehand that can be distributed to employees before the meeting.

**IN THE MATTER OF
JFS – VARIOUS CONTRACTS**


Motion: to approve the following contract for Job and Family Services as recommended by Kate Offenberger, Director:

PROVIDER	EFFECTIVE DATE	AMOUNT	SERVICE	TYPE	STATUS	DATE SIGNED
Youth Intensive Services	7/1/21 – 12/31/22	Dependent on use	Placement for foster children	Service	New	8/5/21

Action: Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler and Commissioner Christopher R. Modranski NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Commissioner Christopher R. Modranski, **Seconded by** Vice President Jeffrey L. Ohler. Motion carried on unanimous vote.

 9:51 AM


**IN THE MATTER OF
RESOLUTION 2021-32
DEPOSITORY CONTRACTS**

 9:53 AM

Commissioner Ohler advised that the Resolution is necessary in order to seek other rates, terms and conditions to refinance the current loans. Commissioner Ohler advised that the savings estimated to be around \$220,000.00. Commissioner Modranski asked if the Health Department loan is going to be refinanced. Commissioner Ohler advised yes it will be refinanced; the 2009 bond is the Health Department loan.

Motion: to adopt Resolution 2021-32 authorizing the issuance of bonds in the amount of not to exceed \$1,792,600.00 for the purpose of currently refunding a portion of bonds issued by the county in 2009 and 2019, **Action:** Upon the call of the roll, vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler, and Commissioner Christopher R. Modranski; NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Vice President Jeffrey L. Ohler, **Seconded by** Commissioner Christopher R. Modranski.

Motion carried on unanimous vote.

 9:53 AM

RESOLUTION NO. 2021-32

AUTHORIZING THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$1,792,600 FOR THE PURPOSE OF CURRENTLY REFUNDING A PORTION OF BONDS ISSUED BY THE COUNTY IN 2009 AND 2019 AS MORE PARTICULARLY DESCRIBED HEREIN; AND AUTHORIZING AND APPROVING RELATED MATTERS

WHEREAS, the County issued its \$400,000 County Building Bonds, Series 2009, dated October 15, 2009 (the “Series 2009 Bonds”), which were issued for the purpose of paying part of the cost of acquiring a building for use by the County Health Department; and **WHEREAS**, the County issued its \$1,600,000 County Facilities Bonds, Series 2019, dated July 22, 2019 (the “Series 2019 Bonds,” and together with the Series 2009 Bonds, the “Outstanding Bonds”), which were issued for the purpose of constructing, acquiring, repairing, renovating, replacing, and improving County facilities, including without limitation the courthouse bell tower and the County Jail, with related site improvements and appurtenances thereto; and

WHEREAS, in view of currently prevailing lower interest rates, the Board has determined that it is advisable and in the best interest of the County to issue the Bonds (as defined hereinbelow) to refund a portion of the Outstanding Bonds (the “Refunded Bonds”); and

WHEREAS, the County Auditor of the County (the “Auditor”) has certified to this Board that the maximum maturity of the Bonds cannot exceed the maximum maturity of the Refunded Bonds; and

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$1,792,600 of the Bonds for the purpose described in the title of this Resolution under authority of the general laws of the State of Ohio, including Ohio Revised Code Chapter 133, and in particular Section 133.34 thereof;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF CARROLL, OHIO THAT:

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Section 1: It is hereby declared necessary to issue bonds of the County for the purpose described in the title of this Resolution in the principal sum of not to exceed \$1,792,600, or such lesser amount as shall be determined by the Auditor and certified to this Board, which bonds shall be designated as "County of Carroll, Ohio Various Purpose Refunding Bonds, Series 2021," or as otherwise designated by the Auditor (the "Bonds"). The Bonds may be issued in one or more series.

Section 2: The Bonds shall be issued as fully registered bonds in such denominations as shall be determined by the Auditor, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered as determined by the Auditor; and shall have such final terms as shall be determined by the Auditor and set forth in the Certificate of Fiscal Officer provided for herein.

Section 3: The Auditor is authorized and directed to execute on behalf of the County a Certificate of Fiscal Officer Relating to Terms of Bonds (the "Certificate of Fiscal Officer") setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the Auditor. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the dates on which interest on the Bonds is to be paid (the "Interest Payment Dates"), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not be later than October 1 of the year of final maturity of the Refunded Bonds), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 5.00% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the Auditor shall deem appropriate.

Section 4: The Bonds shall be issued with interest payable, with the frequency determined by the Auditor, on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months unless otherwise determined by the Auditor. Unless otherwise determined by the Auditor, the Bonds shall be in the denominations of \$100,000 or any integral multiple thereof.

Section 5: The Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Bonds of the same maturity will take place, the Bonds to be redeemed by optional redemption shall be selected by the Bond Registrar (as defined hereinbelow) prior to the selection of the Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof unless otherwise determined by the Auditor.

Any 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. From and after the specified redemption date interest on the Bonds (or portions thereof) called for redemption shall cease to accrue. Such notice shall be sent by first class mail at least 30 days prior to the redemption date to each registered holder of the Bonds to be redeemed at the address shown in the Bond Register (as defined hereinbelow) on the 15th day preceding the date of mailing. Failure to receive such notice or any defect therein shall not affect the validity of the proceedings for the redemption of any Bond.

Section 6: The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Bonds shall be executed by the Auditor and not less than two of the County Commissioners of the County (the "County Commissioners") in their official capacities, provided that any of their signatures may be a facsimile signature. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as 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 and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the Auditor on behalf of the County. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds.

Section 7: The principal of and interest 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. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the designated office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Bond shall be paid on each Interest Payment Date by wire, transfer, or check or draft mailed to the person in whose name the Bond is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Bond Register at the address appearing therein.

Any interest on any Bond which is payable, but is not punctually paid or provided for, on any Interest Payment Date (herein called "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Record Date by virtue of having been such owner and such Defaulted Interest shall be paid to the registered owner in whose name the Bond is registered at the close of business on a date (the "Special Record Date") to be fixed by the Bond Registrar, such Special Record Date to be not more than 15 nor less than 10 days prior to the date of proposed payment. The Bond Registrar shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each bondholder, at such bondholder's address as it appears in the Bond Register, not less than 10 days prior to such Special Record Date, and may, in its discretion, cause a similar notice to be published once in a newspaper in each place where Bonds are payable, but such publication shall not be a condition precedent to the establishment of such Special Record Date.

Subject to the foregoing provisions of this Section, each Bond delivered by the Bond Registrar upon transfer of or in exchange for or in lieu of any other Bond shall carry the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond.

Section 8: The Auditor is authorized and directed to serve as authenticating agent, bond registrar, transfer agent, and paying agent

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(collectively, the "Bond Registrar") for the Bonds or to execute on behalf of the Board a Bond Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Auditor and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as the Bond Registrar for the Bonds. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the Auditor in such officer's discretion shall determine that it would be in the best interest of the County for such functions to be performed by another party, or the Auditor determines it necessary and appropriate to appoint a co-Bond Registrar in addition to the Bond Registrar, the Auditor may, and is authorized to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services, to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar (or co-Bond Registrar) shall promptly advise all bondholders of its identity and address. So long as any of the Bonds remain outstanding, the County shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the "Bond Register"). Subject to the provisions hereof, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest 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 herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

Any Bond, upon presentation and surrender at the office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar, may be exchanged for Bonds of the same form and of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

The County and the Bond Registrar shall not be required to transfer or exchange (i) any Bond during a period beginning at the opening of business 15 days before the day of mailing of a notice of redemption of Bonds, and ending at the close of business on the day of such mailing, or (ii) any Bonds selected for redemption, in whole or in part, following the date of such mailing.

In all cases in which Bonds are exchanged or transferred hereunder, the County shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the County and the 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 it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the County, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 9: For purposes of this Resolution, the following terms shall have the following meanings:

"Book-entry form" or "book-entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds "immobilized" to the custody of the Depository, and the book entry is the record that identifies the owners of beneficial interests in those Bonds.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book-entry form shall be shown by book entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book entry; and (v) 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. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

The Bond Registrar may, with the approval of the County, enter into an agreement with the beneficial owner or registered owner of any Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Bond or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Resolution, without prior presentation or surrender of the Bond, upon any conditions which shall be satisfactory to the Bond Registrar and the County. That payment in any event shall be made to the person who is the registered owner of that Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Bond Registrar shall furnish a copy of each of those agreements, certified to be correct by the Bond Registrar, to other paying agents for Bonds and to the County. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution. If requested, the Auditor and the County Commissioners, or any of them individually, are authorized to execute, acknowledge and deliver, in the name of and on behalf of the County, an agreement among the County, the Bond Registrar and a Depository to be

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delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The County may decide to discontinue use of the book-entry system through the Depository. In that event, physical Bond certificates will be printed and delivered to the Depository.

If any Depository determines not to continue to act as the Depository for the Bonds for use in a book-entry system, the County and the Bond Registrar may attempt to establish a securities depository/book-entry relationship with another qualified Depository under this Resolution. If the County and the Bond Registrar do not or are unable to do so, the County and the Bond Registrar, after the Bond Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Bonds from the Depository and authenticate and deliver bond certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing and delivering definitive Bonds), if the event is not the result of action or inaction by the County or the Bond Registrar, of those persons requesting such issuance.

Section 10: There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten-mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Bonds are outstanding for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

Section 11: The Debt Service Levy shall be and is hereby 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 such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Bonds when and as the same fall due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the County shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 12: The Auditor shall sell the Bonds to such purchaser or purchasers (collectively, the "Original Purchaser") as the Auditor shall designate in the Certificate of Fiscal Officer at the purchase price set forth in the Certificate of Fiscal Officer plus interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The Auditor and the County Commissioners, or any of them individually, are authorized to execute on behalf of the County a bond purchase agreement or term sheet with the Original Purchaser, setting forth the conditions under which the Bonds are to be sold and delivered, which agreement or term sheet shall be in such form, not inconsistent with the terms of this Resolution, as the Auditor shall determine.

Section 13: There is hereby created and established, as an account within the bond retirement fund of the County, a trust fund to be designated "County of Carroll – 2021 Various Purpose Refunding Bonds Escrow Fund" (the "Escrow Fund"), or as otherwise designated by the Auditor, which account may be in the custody of a bank or trust company as an escrow trustee, if desired. The proceeds from the sale of the Bonds, except the accrued interest and premium thereon (if any), shall be deposited in the Escrow Fund along with such funds, if any, as the Auditor may transfer from the bond retirement fund. Such moneys deposited in the Escrow Fund may be (i) held as cash or (ii) used to purchase direct obligations of or obligations guaranteed as to payment by the United States of America of such maturities and interest payment dates and bearing interest at such rates as will, as certified by such independent public accounting firm as shall be acceptable to the Auditor and the Original Purchaser without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to pay the interest on, and the redemption price (including any redemption premium) of, the Refunded Bonds on the earliest optional redemption date for the Refunded Bonds. The Auditor is also authorized, if necessary or desirable to facilitate the refunding of the Refunded Bonds, to engage a consultant to verify the sufficiency of the cash or other obligations held in the Escrow Fund to refund the Refunded Bonds on such redemption date.

Any accrued interest received from the sale of the Bonds shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Bonds, or other obligations of the County, as permitted by law. Any premium received from the sale of the Bonds may be used to pay the financing costs of the Bonds within the meaning of Ohio Revised Code Section 133.01(K) or be deposited into the bond retirement fund, including the Escrow Fund contained therein, in the manner provided by law.

The Auditor is hereby authorized to execute on behalf of the County an Escrow Agreement (the "Escrow Agreement") with a bank or trust company to be selected by the Auditor (the "Escrow Trustee"), setting forth the terms by which the Escrow Fund shall be held and disbursed, if the Auditor determines that an Escrow Agreement is necessary or beneficial to facilitate the refunding of the Refunded Bonds. Such an Escrow Agreement shall be in such form, not inconsistent with this Resolution, as the Auditor shall determine.

Section 14: The Auditor may determine to issue all or any series or portion of the Bonds as obligations that the interest thereon is excluded from the bondholders' gross income for federal income tax purposes, and the following provisions of this Section shall apply to such Bonds (or series or portions thereof):

The Board hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Bonds is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Bonds so that the Bonds will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The Board further covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

The Auditor, the County Commissioners and any other officer of this Board, or any of them individually, are each hereby authorized and directed (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the Board with respect to the Bonds as permitted or required to be made or given under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or the status of the Bonds or interest thereon or assisting compliance with

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requirements for that purpose, reducing the burden or expense of such compliance, reducing any rebate amount or any payment of penalties, or making any payments of special amounts in lieu of making computations to determine, or paying, any excess earnings as rebate, or obviating those amounts or payments, as determined by the Auditor, which action shall be in writing and signed by the Auditor, any of the County Commissioners or any other officer of this Board, on behalf of the Board; (b) to take any and all actions, make or obtain calculations, and make or give reports, covenants and certifications of and on behalf of the Board, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds; and (c) to give an appropriate certificate on behalf of the Board, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the Board pertaining to Section 148 and the Regulations, and the representations, warranties and covenants of the Board regarding compliance by the Board with Sections 141 through 150 of the Code and the Regulations.

The Auditor shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Bonds sufficient to permit, to the maximum extent possible and presently foreseeable, the County to comply with any federal law or regulation now or hereafter having applicability to the Bonds that relates to the use of such proceeds, which limits the amount of Bond proceeds which may be invested on an unrestricted yield or requires the County to rebate arbitrage profits to the United States Department of the Treasury. The Auditor is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Bonds requires any such reports or rebates.

Section 15: The Auditor is authorized to make appropriate arrangements, if the Auditor deems it in the best interest of the County, for the issuance of a municipal bond insurance policy with respect to all or any portion or series of the Bonds, including executing and delivering a commitment therefor and certificates and other documents in connection therewith and paying the bond insurance premium related thereto. All additional provisions required to be authorized by this Board for the issuance of a municipal bond insurance policy shall be contained in the Certificate of Fiscal Officer.

Section 16: The Auditor is authorized to obtain or update a rating or ratings on the Bonds and the County if the Auditor determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the Auditor so determines, then the Auditor and the County Commissioners, or any of them individually, are authorized and directed to take all steps necessary to obtain such rating or ratings, including paying the rating fees imposed by any rating agency and paying any travel expenses relating to obtaining such rating or ratings.

Section 17: The Board hereby approves of the appointment of the law firm of Bricker & Eckler LLP to serve as Bond Counsel with respect to the issuance of the Bonds. The fee to be paid to such firm shall be subject to review and approval by the Auditor and shall not exceed the fee customarily charged for such services.

Section 18: The officer having charge of the minutes of the Board and any other officers of the Board or the County, or any of them individually, are authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the County to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Clerk of the Board and a no-litigation certificate of not less than two of the County Commissioners, the Auditor and the Prosecuting Attorney, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The County Commissioners, the Auditor, and any other officer of the County are authorized and directed to take such action (including, but not limited to, hiring such professionals and consultants as may be needed to facilitate the issuance of the Bonds) and to execute and deliver, on behalf of the Board, such additional instruments, agreements, certificates, offering documents, and other documents as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution, as they in their discretion shall deem necessary or appropriate.

Section 19: It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding obligations of the County have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the County are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 20: It is hereby found and determined that all formal actions of the Board concerning and relating to the passage of this Resolution were taken in an open meeting of the Board, and that all deliberations of the Board 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 Ohio Revised Code Section 121.22.

Section 21: The Clerk of the Board is directed to forward a certified copy of this Resolution to the Auditor.

Section 22: This Resolution shall take effect and be in force at the earliest date permitted by law.

Mr. Ohler made the motion; Mr. Modranski seconded the motion and, after discussion, a roll call vote was taken and the results were:

Ayes: Mr. Modranski, Mr. Ohler and Mr. Wirkner

Nays: NONE

The Resolution passed.

Passed: August 26, 2021

BOARD OF COUNTY COMMISSIONERS
COUNTY OF CARROLL, OHIO


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Attest: /s/ Melissa N. Schaar
Clerk


/s/ Robert E. Wirkner
County Commissioner
/s/ Jeffrey L. Ohler
County Commissioner
/s/ Christopher R. Modranski
County Commissioner

**IN THE MATTER OF
CLERK’S REPORT**

 9:56 AM


Ronald M. Nuzzolillo, Jr., Assistant Clerk I appeared before the Board to advise that there are desks, tables, surge protectors, 20-yard roll-off containers, and a 2014 Ford Explorer Interceptor currently listed on GovDeals. Mr. Nuzzolillo advised that the Interceptor is currently selling for \$5,000.00. Mr. Nuzzolillo advised that residents can see the GovDeals listings by going to the County’s website at www.carrollcountyohio.us, clicking on Public Notices and then clicking on the GovDeals link.

**IN THE MATTER OF
CLERK’S REPORT**

 9:56 AM

Ronald M. Nuzzolillo, Jr., Assistant Clerk I appeared before the Board to advised that Food and Drug Administration (FDA) has given their full authorization of the Pfizer vaccine. Mr. Nuzzolillo advised that this is another tool that can be used to fight COVID in Carroll County.


**IN THE MATTER OF
MEETINGS**

 9:57 AM

Commissioner Modranski advised that he received a notice from the County Commissioners Association of Ohio (CCAO) that they will be holding five regional meetings to discuss pertinent policy issues including the state budget, American Rescue Plan Act (ARPA) funds and Senate Bill 52 implementation. Commissioner Modranski advised that all five of the meetings are scheduled for meeting days. Commissioner Modranski advised that he is happy to attend the meeting if neither of the other commissioners want to attend. Commissioner Ohler and Commissioner Wirkner advised that they are fine with Commissioner Modranski attending the meeting. Commissioner Modranski advised that he would like Ronald M. Nuzzolillo, Jr., Director of Special Projects to attend the meeting with him, as he is a member of the county’s ARPA committee. Commissioner Ohler and Commissioner Wirkner advised that was fine with them.

Motion: to allow Commissioner Modranski and Ronald M. Nuzzolillo, Jr., Director of Special Projects to attend the CCAO Regional Meeting on August 30, 2021, **Action:** Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler, and Commissioner Christopher R. Modranski; NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Vice President Jeffrey L. Ohler, **Seconded by** President Robert E. Wirkner.


Motion carried on unanimous vote.

 9:59 AM

**IN THE MATTER OF
ADJOURN**

Motion: to adjourn, **Action:** Vote was recorded as follows: YEA: President Robert E. Wirkner, Vice President Jeffrey L. Ohler, and Commissioner Christopher R. Modranski; NEY: None; ABSENT: None; ABSTAIN: None, **Moved by** Vice President Jeffrey L. Ohler, **Seconded by** Commissioner Christopher R. Modranski.

Motion carried on unanimous vote.

 10:01 AM

PREPARED BY:

/s/ Melissa N. Schaar
Melissa N. Schaar, Clerk

We hereby certify the foregoing to be true and correct.

/s/ Melissa N. Schaar
Melissa N. Schaar, Clerk
/s/ Robert E. Wirkner
Robert E. Wirkner, President

BOARD OF COMMISSIONERS OF CARROLL COUNTY

/s/ Robert E. Wirkner
Robert E. Wirkner, President
/s/ Jeffrey L. Ohler
Jeffrey L. Ohler, Vice President
/s/ Christopher R. Modranski
Christopher R. Modranski, Commissioner