

The Board of County Commissioners, Brown County, Ohio met in special session this July 12, 2012 with the following members present: Mr. Jennings, President Mr. William R. Geschwind, Vice President Tony Applegate, Member

Brown County Board of Commissioners President, Ralph Jennings called to order the Special Board meeting held at the Brown County Commissioner's Office at 6:30 p.m. The purpose of the meeting was to act upon a request by The Board of Hospital Trustees of the Brown County Hospital and to meet with the Brown County Humane Society to discuss operation of the Brown County Animal Shelter. Various issues pertaining to Southwest Healthcare of Brown County Ohio LLC and the Brown County Animal Shelter were discussed.

In attendance: Dennis Varnau, Judith Varnau, Barbara J. Patridge, Michael Hart, Bryan Peck, News Democrat, Doug Green, Brown County Auditor, Steve Triplet, News Democrat, Wayne Gates, Brown County Press, Rob Wilson, Brown County Communication Center, Leslie Zureick, Jan Staubach and Marion Misch, from the Brown County Humane Society.

IN THE MATTER TO RESCIND MOTION – SECOND AMENDMENT TO ASSET PURCHASE AGREEMENT – SOUTHWEST HEALTHCARE OF BROWN COUNTY OHIO LLC

Motion moved by Mr. Geschwind to rescind the motion made for a second amendment to the Asset Purchase Agreement signed May 1, 2011 and effective June 2, 2011 in Journal 49/page 158 on June 13, 2012. Second: Mr. Jennings.

ROLL CALL VOTE: Mr. Jennings, yea Mr. Geschwind, yea Mr. Applegate, abstained

IN THE MATTER OF SECOND AMENDMENT (VERSION 1.1) TO ASSET PURCHASE AGREEMENT – SOUTHWEST HEALTHCARE OF BROWN COUNTY OHIO LLC

Motion moved by Mr. Geschwind to approve the request of The Board of Hospital Trustees of the Brown County Hospital, upon the recommendation of Jessica Little, Brown County Prosecutor, for a second amendment (version 1.1) to the Asset Purchase Agreement signed May 1, 2011 and effective June 2, 2011. Seller shall contribute \$500,000.00 (Five Hundred Thousand Dollars) to a special fund (the "Special Fund"). The Special fund will be funded by Seller upon the execution of this Second Amendment. The Special Fund will be established at, and held in, the client trust account at Foley & Lardner LLP, 321 North Clark Street, Suite 2800, Chicago, Illinois ("Foley"). The Special Fund will be used to satisfy or otherwise retire the Assumed Liabilities and the court costs and legal fees directly associated with satisfying or otherwise retiring the Assumed Liabilities. Disbursements from the Special Fund shall only be made if mutually agreed to by Buyer and Seller in writing by virtue of a joint order to Foley. If Buyer and Seller cannot agree upon which Assumed Liabilities to pay, and/or any portion of the Special Fund remains after the payment of the Assumed Liabilities, Foley shall return any remaining funds in the Special Fund to Seller. Foley will be responsible for administering the Special Fund and will submit a monthly recap of activity in the Special Fund to Buyer and Seller. Neither Buyer nor Seller will have any signatory power or individual control over the Special Fund. Seller may make further contributions to this Special Fund without further amendment to the Asset Purchase Agreement. (See complete agreement on file). Second: Mr. Jennings.

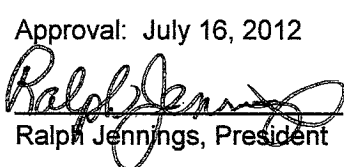
ROLL CALL VOTE: Mr. Jennings, yea Mr. Geschwind, yea Mr. Applegate, abstained

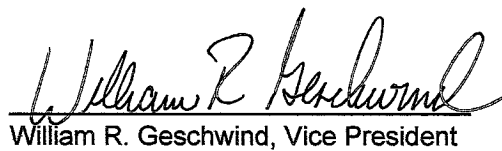
IN THE MATTER TO ADJOURN

Motion moved by Mr. Geschwind to adjourn this meeting with no further business before the Board this day July 12, 2012. Second: Mr. Applegate.

ROLL CALL VOTE: Mr. Jennings, yea Mr. Geschwind, yea Mr. Applegate, yea

Approval: July 16, 2012


Ralph Jennings, President


William R. Geschwind, Vice President


Tony Applegate, Member


Jean Rickey, Clerk

July 12, 2012