

The Board of County Commissioners, Brown County, Ohio, met in regular session this 6th day of April, 2015 with the following members present. Mr. Daryll Gray, President Mr. Tony Applegate, Member Mr. Barry Woodruff, Member

IN THE MATTER OF PREVIOUS MINUTES

Motion moved by Mr. Woodruff to approve the minutes of the previous regular meeting and dispense with the oral reading. Second: Mr. Applegate.

ROLL CALL VOTE: Mr. Woodruff, yea Mr. Applegate, yea Mr. Gray, yea

IN THE MATTER OF PERSONNEL – BROWN COUNTY COMMUNICATION CENTER

Motion moved by Mr. Applegate to accept the resignation of Leesa Tierney, Brown County probationary 9-1-1 Dispatcher, effective March 31, 2015. Second: Mr. Woodruff.

ROLL CALL VOTE: Mr. Woodruff, yea Mr. Applegate, yea Mr. Gray, yea

IN THE MATTER OF PUBLIC HEARING – MERCY HEALTH BONDS

The Public Hearing for the proposed issuance of bonds to Mercy Health was held this day at 10:30 a.m. Present for the hearing, Commissioner Barry Woodruff, Commissioner Daryll Gray, Commissioner Tony Applegate, Abbott Thayer, Peck, Shaffer & Williams, a division of Dinsmore & Shohl, LLP, Andrew Spohr, Mercy Health, and Sarah Prebble, Clerk. Discussion was held regarding the proposed issuance of hospital facilities revenue bonds of the County of Allen. Said bonds will be issued to Mercy Health in Brown County and throughout the State of Ohio by Allen County. No citizens from the public attended. Said public hearing ended at 10:36 a.m.

ROLL CALL VOTE: Mr. Woodruff, yea Mr. Applegate, yea Mr. Gray, yea

IN THE MATTER OF RESOLUTION – AUTHORIZING THE COUNTY OF BROWN, OHIO TO EXECUTE AND DELIVER A PUBLIC HOSPITAL AGENCIES AGREEMENT IN CONNECTION WITH THE ISSUANCE OF HOSPITAL FACILITIES REVENUE BONDS OF THE COUNTY OF ALLEN, OHIO

Motion moved by Mr. Woodruff to adopt the following resolution. Second: Mr. Applegate.

ROLL CALL VOTE: Mr. Woodruff, yea Mr. Applegate, yea Mr. Gray, yea

The Board of County Commissioners of the County of Brown, Ohio met in regular session on April 6, 2015, with the following members present:

- Mr. Woodruff, Member
- Mr. Applegate, Member
- Mr. Gray, President

Mr. Woodruff introduced the following resolution and moved its adoption:

RESOLUTION

RESOLUTION AUTHORIZING THE COUNTY OF BROWN, OHIO TO EXECUTE AND DELIVER A PUBLIC HOSPITAL AGENCIES AGREEMENT IN CONNECTION WITH THE ISSUANCE OF HOSPITAL FACILITIES REVENUE BONDS OF THE COUNTY OF ALLEN, OHIO; APPROVING THE ISSUANCE OF SUCH BONDS; AND AUTHORIZING OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS.

WHEREAS, Mercy Health, formerly known as Catholic Health Partners, is a nonprofit Ohio corporation (the "Corporation") that, through its subordinate and affiliated nonprofit entities (the "Affiliates"), owns and operates healthcare facilities at various locations in Ohio, including Hospital Facilities, as defined in Section 140.01 of the Ohio Revised Code, in Brown County, Ohio (the "County") and the Corporation has determined to acquire, construct and equip certain additional Hospital Facilities located in the County (collectively, the "Local Facilities"), and has requested the County of Allen, Ohio (the "Issuer") to issue its bonds therefor; and

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WHEREAS, the Counties of Auglaize, Butler, Champaign, Clark, Clermont, Crawford, Hamilton, Lorain, Mahoning, Montgomery, Ottawa, Putnam, Seneca, Summit, Trumbull, Warren, Wood and the Issuer (collectively, the "Participating Public Hospital Agencies") entered into a Participating Public Hospital Agencies Agreement dated as of May 1, 2008 (as amended or supplemented, the "Public Hospital Agencies Agreement"), pursuant to Section 140.03, Ohio Revised Code, for the purpose of financing certain capital equipment and construction needs of the Affiliates located within the jurisdictions of the Participating Public Hospital Agencies, including the reimbursement for costs advanced for those purposes, and refunding and retiring or advance refunding certain outstanding indebtedness incurred for those purposes; and

WHEREAS, the Corporation has represented to the County that it has organized under a master trust indenture the financing of certain debt of the Corporation and the Affiliates, including debt incurred to fund the capital needs of the Local Facilities, and from time to time will undertake the financing and refinancing of Hospital Facilities, including the Local Facilities, thereby enhancing the availability, efficiency and economy of Hospital Facilities and the services rendered thereby in the County; and

WHEREAS, the County desires to enter into the Public Hospital Agencies Agreement with the Participating Public Hospital Agencies pursuant to Section 140.03, Ohio Revised Code, for the purposes of (a) financing and refinancing through the Issuer certain capital equipment and construction needs of the Corporation and its Affiliates, including the Local Facilities, located within the jurisdiction of the County, including the reimbursement of costs advanced for those purposes, and (b) refunding and retiring outstanding prior indebtedness incurred for such purpose;

WHEREAS, Chapter 140 of the Ohio Revised Code provides a procedure by which "Public Hospital Agencies," as defined therein and including counties and municipal corporations, may enter into an agreement pursuant to which a Public Hospital Agency may issue its revenue bonds to fund the capital needs of Hospital Facilities located in the jurisdictions of each of the Public Hospital Agencies which are parties to such agreement, for the public purpose of better providing for the health and welfare of the people of the State of Ohio by enhancing the availability, efficiency and economy of Hospital Facilities and the services rendered thereby; and

WHEREAS, the Counties of Auglaize, Butler, Champaign, Clark, Clermont, Crawford, Hamilton, Lorain, Mahoning, Montgomery, Ottawa, Putnam, Seneca, Summit, Trumbull, Warren, Wood and the Issuer (collectively, the "Participating Public Hospital Agencies") entered into a Participating Public Hospital Agencies Agreement dated as of May 1, 2008 (as amended or supplemented, the "Public Hospital Agencies Agreement"), pursuant to Section 140.03, Ohio Revised Code, for the purpose of financing certain capital equipment and construction needs of the Affiliates located within the jurisdictions of the Participating Public Hospital Agencies, including the reimbursement for costs advanced for those purposes, and refunding and retiring or advance refunding certain outstanding indebtedness incurred for those purposes; and

WHEREAS, the Corporation has represented to the County that it has organized under a master trust indenture the financing of certain debt of the Corporation and the Affiliates, including debt incurred to fund the capital needs of the Local Facilities, and from time to time will undertake the financing and refinancing of Hospital Facilities, including the Local Facilities, thereby enhancing the availability, efficiency and economy of Hospital Facilities and the services rendered thereby in the County; and

WHEREAS, the County desires to enter into the Public Hospital Agencies Agreement with the Participating Public Hospital Agencies pursuant to Section 140.03, Ohio Revised Code, for the purposes of (a) financing and refinancing through the Issuer certain capital equipment and construction needs of the Corporation and its Affiliates, including the Local Facilities, located within the jurisdiction of the County, including the reimbursement of costs advanced for those purposes, and (b) refunding and retiring outstanding prior indebtedness incurred for such purpose;

WHEREAS, the Corporation anticipates that the Issuer will issue its Hospital Facilities Revenue Bonds, Series 2015 (Mercy Health), in one or more series (the "Series 2015 Bonds"), in an amount not to exceed \$500,000,000 to (a) finance and refinance the acquisition, construction and equipping of Hospital Facilities located in the jurisdiction of the Participating Public Hospital Agencies and (b) refund and retire certain outstanding prior indebtedness, and the Issuer may, from time to time, determine to issue additional revenue bonds, in order to finance and refinance the costs of Hospital Facilities, in cooperation with the Participating Public Hospital Agencies; and

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WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), requires that prior to their issuance, the Series 2015 Bonds must be approved by the "applicable elected representative" (as defined in such Section 147(f) of the Code) of the Issuer and of certain political subdivisions in which Hospital Facilities will be financed, including the County; and

WHEREAS, this Board of County Commissioners is the applicable elected representative of the County; and

WHEREAS, a public hearing was held with respect to the issuance of the Series 2015 Bonds prior to the consideration of this resolution; and

WHEREAS, it is necessary and desirable, in connection with the issuance of the Series 2015 Bonds and for the public purpose hereinbefore recited, for the County to enter into the Public Hospital Agencies Agreement by authorization of the execution of a First Supplement to Participating Public Hospital Agencies Agreement;

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

SECTION 1. That any two members of this Board be and they are hereby authorized and directed to execute and deliver on behalf of the County a First Supplement to Participating Public Hospital Agencies Agreement with the Issuer, for the purpose of permitting the Issuer to issue its revenue bonds to finance and refinance the costs of Hospital Facilities within the jurisdiction of the County and of the Participating Public Hospital Agencies, including the Local Facilities, and to refund and retire certain outstanding prior indebtedness.

SECTION 2. That the First Supplement to Participating Public Hospital Agencies Agreement shall be substantially in the form presented to this Board and on file with the Clerk of this Board, subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of the First Supplement to Participating Public Hospital Agencies Agreement as aforesaid, and it is hereby determined that the Public Hospital Agencies Agreement will promote the public purposes set forth in Section 140.02, Ohio Revised Code, will better provide for the health and welfare of the people of the State of Ohio by enhancing the availability, efficiency and economy of Hospital Facilities, that any contribution made by the County under the Public Hospital Agencies Agreement will be fair consideration for value and benefit to be derived by the County under the Public Hospital Agencies Agreement, and that the County will be duly benefited thereby.

SECTION 3. That any revenue bonds issued under the authority of the Public Hospital Agencies Agreement shall not be, and are not, general obligations, debt or bonded indebtedness of the County or any Participating Public Hospital Agency and the holders or owners of such revenue bonds shall not have the right to have excises or taxes levied by the County or any Participating Public Hospital Agency for the payment of principal of, or interest or premium, if any, on such revenue bonds. Such payment shall be made only from funds provided by the Corporation or its Affiliates.

SECTION 4. That this Board, as the "applicable elected representative" of the County for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, hereby approves the issuance of the Series 2015 Bonds by the County of Allen, Ohio, in the maximum principal amount of \$500,000,000. It is anticipated, based on information provided by the Corporation, that the proceeds of the Series 2015 Bonds will be used to (i) finance, refinance, or reimburse the costs of, the acquisition, construction and equipping of equipment, real property and improvements to Hospital Facilities, at some or all of the following locations: [(A) [address one], known as [name]; (B) [address two], known as [name], the initial owner, operator or manager of each of the preceding locations is the Corporation, [affiliate name], each an Ohio non-profit corporation [or limited liability company], or an affiliate thereof;] (ii) refund all or a portion of the following bonds whose proceeds were utilized to finance or refinance Hospital

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Facilities: County of Allen, Ohio Hospital Facilities Revenue Bonds, Series 2010A (Catholic Healthcare Partners); County of Lorain, Ohio Adjustable Rate Hospital Facilities Revenue Bonds, Series 2006 (Catholic Healthcare Partners); and County of Lorain, Ohio Adjustable Rate Hospital Facilities Revenue Refunding Bonds, Series 2003 (Catholic Healthcare Partners); and (iii) pay costs of issuance of the Series 2015 Bonds. It is anticipated that not more than \$15,000,000 of the proceeds of the Series 2015 Bonds will be allocated to any one Local Facility. A portion of the proceeds of the Series 2015 Bonds will also be used to finance and refinance Hospital Facilities at locations outside the County, in the State of Ohio.

This approval is intended to comply with the provisions of Section 147(f) of the Code, and does not constitute a finding of the Board as to the compliance or noncompliance by the Corporation or the County of Allen, Ohio with any legal requirements imposed upon them in connection with the issuance of the Series 2015 Bonds.

SECTION 5. That the Clerk of this Board and any member of this Board be and they hereby are authorized to execute and deliver on behalf of the County such certificates, documents and instruments in connection with the issuance and public sale of the Series 2015 Bonds and of revenue bonds issued from time to time under authority of the Public Hospital Agencies Agreement, and the delivery of the Public Hospital Agencies Agreement, as may be required, necessary or appropriate, including, without limitation, applicable elected representative approvals, conveyances of title to real and personal property, terminations of financing statements and other releases of security interests in property. Such documents, including the ones specifically authorized hereby, shall be subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution thereof by the proper officers of this Board.

SECTION 6. That the provisions of this Resolution are hereby declared to be severable and, if any section, phrase or provision shall, for any reason, be declared invalid, such declaration of invalidity shall not affect the validity of the remainder of this Resolution.

SECTION 7. All resolutions, orders or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

SECTION 8. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code, and the rules of this Board in accordance therewith.

Mr. Applegate seconded the motion and the roll being called for adoption of the foregoing resolution, the vote thereon resulted as follows:

Ayes: *Mr. Woodruff*
Mr. Applegate
Mr. Gray

Nays:

ADOPTED this 6 day of April, 2015.


Clerk, Board of County Commissioners,
Brown County, Ohio

IN THE MATTER TO ENTER SUPPLEMENT TO EXISTING AGREEMENT – BROWN COUNTY COMMISSIONERS

Motion moved by Mr. Applegate to enter First Supplement to Participating Public Hospital Agencies Agreement by and between County of Allen, Ohio and County of Brown, Ohio, dated April 1, 2015. The purpose of said supplement allows a portion of the proceeds of Series 2015 Bonds or future revenue bonds to be issued are proposed to finance or refinance the acquisition, construction of equipping of equipment, real property and improvements which constitute Hospital Facilities, to be owned and operated by Participating Hospitals located in the jurisdiction of County of Brown, Ohio. Second: Mr. Woodruff. (See complete copy of agreement on file.)

ROLL CALL VOTE: Mr. Woodruff, yea Mr. Applegate, yea Mr. Gray, yea

April 6, 2015

IN THE MATTER TO ADJOURN

Motion moved by Mr. Woodruff to adjourn this meeting with no further business before the Board this 6th day of April, 2015. Second: Mr. Applegate.

ROLL CALL VOTE: Mr. Woodruff, yea Mr. Applegate, yea Mr. Gray, yea

3/6/2015

Commissioners met with Jessica Little, BCP, to discuss various issues in the county.

Commissioners met with Jill Hall, BCA, to discuss PPN: 18-038940.0001.

Approval: April 8, 2015


Darryl Gray, President


Tony Applegate, Member


Barry Woodruff, Member


Sarah Prebble, Clerk

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