

MARCH 18, 2021

The Gallia County Board of Commissioners met on this date for the purpose of approving the minutes of the previous meeting and current transfers, appropriations and bills. At 9:00 a.m. the meeting was called to order by President Harold G. Montgomery. Roll Call: President Harold G. Montgomery, present; Vice President M. Eugene Greene, present; Commissioner Q. Jay Stapleton, present.

The President entertained a motion for approval of the March 11, 2021 minutes. M. Eugene Greene moved and Q. Jay Stapleton seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.

TRAVEL REQUESTS				
DEPARTMENT	NAME	DATE	TO	RE:
Commissioners	Harold G. Montgomery, M. Eugene Greene, & Q. Jay Stapleton	3/18	Wellston, Ohio	GJMV Solid Waste Mgmt. Dist. Mtg.

The President entertained a motion to approve travel requests as submitted. Q. Jay Stapleton moved and M. Eugene Greene seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.

2021 Canine Shelter Weekly Report														
Week Ending	Came in	Adopted	Reclaimed	Euthanized	Out to Rescue	MIA	Died (Natural or unknown Causes)	Destroyed (in field)	Total Out	Remaining at shelter	Out to County Foster	In from County Foster	Died in Foster (Natural or Unknown Causes)	Total in Foster
3/14	10	0	0	0	9	0	0	0	9	10	0	0	0	1

2020 ANNUAL GALLIPOLIS MUNICIPAL COURT REPORT

Judge Eric Mulford rendered the 2020 Annual Report of Gallipolis Municipal Court of the court's operations for the preceding calendar year as required by ORC 1901.14(A)(4) to County Administrator Melissa Clark. The report shows a statement of receipts and expenditures of the civil and criminal branches of the court and the number of cases heard, decided, and settled. The report was reviewed and is on file in the Commissioner's Office and copy remains on file with the Clerk of Court.

FINANCIAL REPORT REVIEW

County Administrator Melissa Clark provided the Commission with the following financial report:

- March Sales Tax Report- Ms. Clark noted that sales tax has remained consistent.

BRICK GARAGE DEMOLITION

County Administrator Melissa Clark presented quotes from the following contractors for the demolition and debris removal of the brick garage structure behind the Gallia County Courthouse in preparation for the Jail Construction Project:

- LJ Excavating, Inc - \$7,500.00
- Davis Bros Construction - \$4,500.00
- Rod Clary Excavating - \$6,000.00

The President entertained a motion to approve the quote from Davis Bros Construction for the demolition and debris removal of the brick garage structure. Q. Jay Stapleton moved and M. Eugene Greene seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Smith, abstain; Mr. Saunders, yea.

CERTIFICATION OF COUNTY-WIDE COST ALLOCATION PLAN

County Administrator Melissa Clark provided the Commission with a certificate of the county-wide cost allocation plan prepared by Maximus, Inc. for approval and signing. President Montgomery entertained a motion to approve and sign the cost allocation plan certification. Q. Jay Stapleton moved and M. Eugene Greene seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.

PROBATE/JUVENILE COURT – SUBSIDY GRANT

Juvenile Court, Brian Rutherford and Kevin Plantz met with the commissioners to request signing of the Department of Youth Services Subsidy Grant. The President entertained a motion to approve the signing as presented. M. Eugene Greene moved and Q. Jay Stapleton seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.

BOND COUNSEL AGREEMENT – DINSMORE & SHOHL LLP

County Administrator Melissa Clark provided the Commission with an agreement for Atty. Dennis Schwallie with Dinsmore & Shohl LLP to act as bond counsel for issuance of the Gallia County Various Purpose Bonds, Series 2021. President Montgomery entertained a motion to sign the agreement as presented. Q. Jay Stapleton moved and M. Eugene Greene seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.

LETTER OF ENGAGEMENT – ROBERT W. BIARD & CO

County Administrator Melissa Clark presented the Commission with a Letter of Engagement with Robert W. Baird & Co. Inc to serve as managing underwriter for Gallia County on its proposed offering and issuance of the Issuer's Various Purpose Bonds, Series 2021 in the approximate total par amount of \$10,000,000. Baird's underwriting fee for the Bonds is .80% (\$8.00/ \$1,000) of the principal or par amount of the Securities issues. President entertained a motion to approve and sign the letter of engagement. M. Eugene Greene made and Q. Jay Stapleton seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.

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US BANK LOAN DRAW REQUEST #3

County Administrator Melissa Clark presented the Commission with US Bank Requisition Request #3 for the County Engineer Truck Purchase Loan Financing for the following items:

- Gledhill Road Machinery Co., vendor #05629 invoice # 171540 - \$72,709.34 (will be paid directly to Gledhill Road Machinery Co. from US Bank)

Q. Jay Stapleton moved and M. Eugene Greene seconded a motion to approve US Bank disbursement request # 3 and the following memo entry as submitted. Upon Roll call votes were as follows: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.

MEMO ENTRY – REVENUE/EXPENSE US BANK LOAN FINANCING FOR ENGINEER TRUCK PURCHASE

County Administrator Melissa Clark advised the Commission that US Bank will make direct payments to vendors for the Engineer truck purchase loan financing. In order to reflect the receipt and expenditure of these loan funds within the county M&R Fund the County Auditor must make the following memo entries:

- Memo payin in the amount of \$72,709.34 into 002.9000.400300 from US Bank Truck Purchase Financing Loan
- Memo expense in the amount of \$72,709.34 from 002.0004.530400 to The Gledhill Road Machinery Co. vendor # 05629 for invoice # 171540

**GALLIA COUNTY 2021 VARIOUS PURPOSED BOND – INITIAL PROCEEDINGS
RESOLUTIONS AUTHORIZING ISSUANCE OF BONDS**

County Administrator Melissa Clark presented the Commission with the following:

CERTIFICATE OF MEMBERSHIP

The undersigned, Clerk of the Board of County Commissioners of the County of Gallia, Ohio, hereby certifies that the following were the duly elected or appointed and acting members of the Board of County Commissioners and officers of said County during the period proceedings were taken authorizing the issuance of not to exceed \$10,205,000 Various Purpose Bonds, Series 2021:

County Commissioner	Harold Montgomery
County Commissioner	M. Eugene Greene
County Commissioner	Q. Jay Stapleton
County Treasurer	Steve McGhee
County Auditor	Larry M. Betz
Prosecuting Attorney	Jason Holdren
Administrator	Melissa Clark
Clerk	Anette Brown

/s/ Anette L. Brown, Clerk

TRANSCRIPT CERTIFICATE

The undersigned, Clerk of the Board of County Commissioners, hereby certifies that the attached is a true and complete transcript of all proceedings relating to the authorization and issuance of the above-identified Bonds, and that all such proceedings were held in compliance with the law, including Section 121.22 of the Revised Code of Ohio.

/s/ Anette L. Brown, Clerk

CERTIFICATE AS TO MAXIMUM MATURITY OF BONDS

The undersigned, being the fiscal officer of the County of Gallia, Ohio (the "County"), within the meaning of Section 133.01 of the Revised Code of Ohio, hereby certifies to the Board of County Commissioners of the County in connection with the proposed issuance of not to exceed \$1,335,000 of bonds (the "Bonds") for the purpose of refunding the County's Sanitary Sewer Improvement Bonds (Bidwell-Porter Project), dated March 14, 2000 (the "Prior Bonds"), issued for the purpose of paying part of the cost of constructing a sanitary sewer system in the Bidwell-Porter area of the County (the "Project"), that

1. the estimated life or period of usefulness of the Project is at least five (5) years; and
2. that the maximum maturity of the Bonds, in accordance with Section 133.20 of the Ohio Revised Code, is forty (40) years, but pursuant to Section 133.34 of the Ohio Revised Code, is reduced to forty (40) years from the date of issuance of the Prior Bonds (March 14, 2000).

IN WITNESS WHEREOF, I have hereunto set my hand, this 18th day of March, 2021.

/s/ Larry M. Betz
County Auditor
Gallia County, Ohio

ENTERED IN COMMISSIONER'S JOURNAL
NO. 54, PAGE NO. 58

The Board of County Commissioners of Gallia County, Ohio, met in regular session at 9:00 o'clock a.m. on March 18, 2021, at the office of said board of county commissioners, 18 Locust Street, Gallipolis, Ohio, with the following members present:

Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner
Absent: _____

Q. Jay Stapleton moved the adoption of the following resolution:

RESOLUTION NO. 1

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$1,335,000 OF BONDS FOR THE PURPOSE OF CURRENTLY REFUNDING ALL OR A PORTION OF OUTSTANDING BONDS ISSUED TO PAY PART OF THE COST OF CONSTRUCTING A SANITARY SEWER SYSTEM IN THE BIDWELL-PORTER AREA OF THE COUNTY, AND MATTERS RELATED TO SUCH BONDS.

WHEREAS, this Board of County Commissioners (sometimes referred to herein as the "Board") of the County of Gallia, Ohio (the "County") has previously determined the necessity of constructing a sanitary sewer system in the Bidwell-Porter area of the County (the "Project"); and

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WHEREAS, the County has previously issued \$1,927,000 Sanitary Sewer Improvement Bonds (Bidwell-Porter Project), dated March 14, 2000 (the "Prior Bonds"), and the Board has determined to retire all or a portion of the Prior Bonds (the "Refunded Bonds") with proceeds of the bonds authorized hereby; and

WHEREAS, the Board expects the debt service charges from time to time on the bonds authorized hereby to be paid from the sewer rates and charges to be received from users of the Project after the payment of costs of operation and maintenance thereof (the "Revenues"); and

WHEREAS, the County Auditor, as fiscal officer of the County, has heretofore estimated that the life of the improvements and assets comprising the Project is at least five (5) years, and has certified that the maximum maturity of the bonds issued therefor, in accordance with Section 133.34 of the Ohio Revised Code, is forty (40) years from the date of issuance of the Prior Bonds (March 14, 2000);

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

SECTION 1. That it is necessary to issue and sell bonds of the County in the principal sum of not to exceed \$1,335,000 (the "Bonds") for the purpose of retiring all of the Prior Bonds in advance of their stated maturity, or such lesser amount as the County Auditor or County Administrator may determine in the hereinafter defined Certificate of Award, and paying "financing costs," as defined in Section 133.01 of the Ohio Revised Code, related to the issuance of the Bonds, under authority of and pursuant to the general laws of the State of Ohio, particularly Chapter 133 of the Ohio Revised Code. The Bonds may be issued and sold on a consolidated basis with other bonds of the County pursuant to Section 133.30(B) of the Ohio Revised Code and a consolidating resolution adopted by the Board on this date if the County Auditor or County Administrator so determines, in which event the terms of which are incorporated herein by reference; such consolidated bond issue being sometimes referred to herein as the "Consolidated Bond Issue".

SECTION 2. That the Bonds shall (i) be issued in a principal amount not to exceed the amount set forth above, for the purpose aforesaid, (ii) be dated, (iii) be of denominations, provided that each Bond shall be of a single maturity, (iv) mature or be subject to mandatory sinking fund redemption on dates and in amounts, provided that the final maturity of the Bonds shall be not later than the final maturity of the Prior Bonds, and (v) bear interest payable semiannually on dates and at a rate or rates per annum, provided that the net interest cost payable by the County over the life of the Bonds shall not exceed seven percent (7%) per annum, all as determined by the County Auditor or County Administrator, acting alone or together, without further action of the Board in a certificate of award (the "Certificate of Award"), which determinations shall be conclusive.

The Bonds shall be subject to redemption prior to maturity at the option of the County upon such terms, at such times, if any (but the first optional redemption date shall be not later than June 1, 2031) and at such price or prices (but in any case, not greater than 102% of the principal amount of the Bonds to be redeemed plus accrued interest to the redemption date), as may be determined by the County Auditor or County Administrator in the Certificate of Award without further action of the Board.

If fewer than all of the outstanding Bonds of a single maturity are called for redemption, the selection of Bonds to be redeemed, or portions thereof in amounts equal to the minimum authorized denomination of the Bonds (the "Minimum Authorized Denomination") or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar (as hereinafter defined) in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Bonds when Bonds of denominations greater than the Minimum Authorized Denomination are then outstanding, each Minimum Authorized Denomination unit of face value of principal thereof shall be treated as though it were a separate Bond of the denomination equal to the Minimum Authorized Denomination. If one or more, but not all, of such units of face value represented by a Bond are to be called for redemption, then upon notice of redemption of a Minimum Authorized Denomination unit or units, the registered holder of that Bond shall surrender the Bond to the Paying Agent and Registrar (a) for payment of the redemption price for the Minimum Authorized Denomination unit or units of face value called for redemption (including without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Bond or Bonds of the same series, 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.

The notice of 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 Paying Agent and Registrar on behalf of the County by mailing a copy of the redemption notice by certified mail, return receipt requested, at least 30 days prior to the date fixed for redemption, to the registered holder of each Bond subject to redemption in whole or in part at such registered holder's address shown on the Bond registration records on the fifteenth day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond. Notice having been mailed in the manner provided above, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Bonds or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Bonds or portions thereof at the place or places specified in that notice, such Bonds or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

The Bonds shall be designated "Sanitary Sewer System Refunding Bonds, Series 2021" or as otherwise provided in the Certificate of Award.

It is hereby determined by the Board that the issuance of the Bonds provided herein, including without limitation, the redemption provisions set forth above, are in the best interests of the County.

SECTION 3. That the Bonds shall express upon their faces the purpose for which they are issued and that they are issued in pursuance of this resolution. The Bonds shall be in fully registered form without coupons, shall bear the signatures of at least two members of the Board and of the County Auditor (each, an "Authorized Officer"), provided that any or all such signatures may be facsimile signatures, and shall bear the manual authenticating signature of an authorized representative of a bank or trust company designated by the County Auditor or County Administrator in the Certificate of Award without further action of the Board to serve as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Bonds. The principal amount of each Bond shall be payable at the designated office of the Paying Agent and the Registrar and interest thereon shall be made on each interest payment date to the person whose name appears on the record date (May 15 and November 15 for June 1 and December 1 interest, respectively) on the Bond registration records as the registered holder thereof, by check or draft mailed to such registered holder at his address as it appears on such registration records.

The Bonds shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the designated office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. The County and the Paying Agent and Registrar shall not be required to transfer any Bond during the 15-day period preceding any interest payment date or preceding any selection of Bonds to be redeemed, or after such Bond has been selected for partial or complete redemption, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor.

The County and the Paying Agent and Registrar may deem and treat the registered holders of the Bonds as the absolute owners thereof for all purposes, and neither the County nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

SECTION 4. That for the payment of the Bonds and the interest thereon, the full faith, credit, and revenue of the County are hereby irrevocably pledged, and for the purpose of providing the necessary funds to pay the interest on the Bonds promptly when and as the same falls due, and also to provide a fund sufficient to discharge the Bonds at maturity or upon mandatory sinking fund redemption, there shall be and is hereby levied on all the taxable property in the County within applicable limitations, in addition to all other taxes, a direct tax annually during the period the Bonds are to run in an amount sufficient to provide funds to pay interest upon the Bonds as and when the same falls due and also to provide a fund for the discharge of the principal of the Bonds at maturity or upon mandatory sinking fund redemption, which tax shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Constitution of Ohio.

Said tax 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 said years are certified, levied, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof. The Revenues to be applied to debt service on the Bonds and the funds derived from said tax levies hereby required shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the interest on and the principal of the Bonds when and as the same shall fall due; provided, that in each year to the extent that the Revenues or moneys from other sources are available for the payment of debt service on the Bonds and are appropriated for such purpose, the amount of such tax shall be reduced by the amount of the Revenues or such moneys so available and appropriated.

SECTION 5. That the Bonds shall be sold to Robert W. Baird & Co. Incorporated (the "Purchaser") at not less than 97% of the principal amount thereof, plus accrued interest to the date of delivery, as determined by the County Auditor or County Administrator without further action of the Board in the Certificate of Award pursuant to the Purchaser's offer to purchase which such officer is hereby authorized to accept. Such sale may be

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on a consolidated basis pursuant to Section 133.30(B) of the Ohio Revised Code as described herein. The County Administrator, at least two members of the Board or the County Auditor, or any of them, are hereby separately authorized, alone or with others, to execute and deliver a purchase agreement for the Bonds (the "Purchase Agreement") in such form as may be approved by the officer executing the same, such officer's execution thereof on behalf of the County to be conclusive evidence of such authorization and approval, and to make the necessary arrangements with the Purchaser to establish the date, location, procedure and conditions for the delivery of the Bonds to the Purchaser, to give all appropriate notices and certificates and to take all steps necessary to effect the due execution and delivery of the Bonds pursuant to the provisions of the Purchase Agreement. The proceeds from the sale of the Bonds, except as any premium and accrued interest received, shall be deposited in one or more appropriate funds and used for the purpose aforesaid and for no other purpose and for which purpose such proceeds are hereby appropriated. Any premium and accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal and interest of the Bonds in the manner provided by law.

SECTION 6. That this Board hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, as may be necessary after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder, including any expenditure requirements, investment limitations or rebate requirements. Without limiting the generality of the foregoing, this Board represents and covenants that not more than 10% of the improvements financed with the proceeds of the Bonds shall be used directly or indirectly in the trade or business of any person that is not an "exempt person" within the meaning of the Code. The County Auditor, County Administrator, or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the County on the date of delivery of the Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

The Bonds may be designated or deemed designated as "qualified tax-exempt obligations" to the extent permitted by Section 265(b)(3) of the Code, and if designated, not already deemed so designated as determined by the County Auditor or County Administrator without further action of this Board in the Certificate of Award. If so designated by the County Auditor or County Administrator, the County Auditor or County Administrator shall find and determine that the reasonable anticipated amount of qualified tax-exempt obligations (other than private activity bonds) which will be issued by the County during this calendar year does not and will covenant on behalf of this Board that, during such year, the amount of tax-exempt obligations issued by the County and designated as "qualified tax-exempt obligations" for such purpose will not exceed \$10,000,000. The County Auditor, County Administrator, and other appropriate officers, and any of them, are authorized to take such actions and give such certifications on behalf of the County with respect to the reasonably anticipated amount of tax-exempt obligations to be issued by the County during this calendar year and with respect to such other matters as appropriate under Section 265(b)(3).

SECTION 7. That at least two members of the Board and the County Auditor or County Administrator are separately hereby authorized, alone or with others, to execute and deliver an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Bonds as a part of the Consolidated Bond Issue in such form as such officer may approve, the execution thereof by such officer to be conclusive evidence of such authorization and approval.

SECTION 8. That all the Prior Bonds, or such lesser amount as may be specified in the Certificate of Award, shall be and hereby are ordered called for optional redemption according to their terms on the first optional redemption date following the issuance of the Bonds. At least two members of this Board of County Commissioners, the County Auditor or the County Administrator, or any of them, are hereby separately authorized to execute and deliver an Escrow Trust Agreement with a bank or trust company as Escrow Trustee for the refunding defeasance of the Refunded Bonds in such form as the officer or officers executing the same may approve, the execution thereof by such officer or officers to be conclusive evidence of such authorization and approval. Such officers are each hereby further separately authorized to subscribe for and purchase such United States Treasury obligations, including such obligations of the State and Local Government Series, as shall be required pursuant to such Escrow Trust Agreement and to pay for such obligations with the proceeds of the Bonds, and any such actions heretofore taken by such officers or the Purchaser or bond counsel in connection with such subscription and purchase are hereby approved, ratified and confirmed. Such officers are separately hereby authorized, alone or with others, to execute and deliver an agreement with an independent public accounting firm of national reputation, acceptable to the Escrow Trustee and named in the Certificate of Award (the "Verification Agent"), to prepare a report (the "Verification Report") certifying that the moneys and investments in an Escrow Fund are of such maturities and interest payment dates and bear such interest as will be sufficient, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, for the payment of all debt service charges on the Refunded Bonds from the date of initial delivery of the Bonds through and including the date set forth in the Certificate of Award when the Refunded Bonds shall be called for optional redemption. The fees and expenses of the Verification Agent in connection with a Verification Report may be paid from the proceeds of the Bonds.

SECTION 9. That the members of the Board, the County Auditor, County Administrator, or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a municipal bond insurance policy with respect to the Bonds, and accept a commitment therefor, if the Purchaser should recommend the same, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the premium and expenses relating to any such insurance policy from the proceeds of the Bonds is hereby authorized if the County Auditor or County Administrator determines in the Certificate of Award that the present value of the interest cost savings on the Bonds resulting from the insurance policy is greater than the premium to be charged for the insurance policy, which determination shall be conclusive.

SECTION 10. That the members of the Board, the County Auditor, County Administrator, or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a rating from one or more national rating services with respect to the Bonds, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the Bonds is hereby authorized.

SECTION 11. That the law firm of Dinsmore & Shohl LLP be and is hereby retained as bond counsel to the County to prepare the necessary authorization and related closing documents for the issuance, sale and delivery of the Bonds and, if appropriate, rendering its approving legal opinion in connection therewith in accordance with a written agreement with the County which at least two members of the Board, the County Auditor, or the County Administrator are each hereby separately authorized to execute and deliver on behalf of the County, as may be approved by such officers. The approval of such changes by such officers, and that the same are not substantially adverse to the County, shall be conclusively evidenced by the execution of such agreement by such officers. Such law firm shall be compensated by the County for the above services in accordance with such written agreement.

SECTION 12. That the Clerk of the Board is hereby directed to forward a certified copy of this resolution to the County Auditor.

SECTION 13. That it is found and determined that all formal actions of the Board concerning and relating to the adoption of this resolution were adopted 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 the law, including Section 121.22 of the Revised Code of Ohio.

SECTION 14. That this resolution shall take effect immediately upon its adoption.

M. Eugene Greene seconded the resolution, and the roll being called upon the question of its adoption, the vote resulted as follows:

Ayes: Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Nays:

ADOPTED: this 18th day of March, 2021.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Prepared by Dinsmore & Shohl LLP

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the Board of County Commissioners of Gallia County, Ohio, on March 18, 2021, and that a copy thereof was certified to the County Auditor.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Date: March 18, 2021

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CERTIFICATE AND RECEIPT

The undersigned, County Auditor of Gallia County, Ohio, hereby certifies the filing and acknowledges receipt of a certified copy of the foregoing resolution.

/s/ Larry M. Betz
County Auditor
Gallia County, Ohio

Date: March 18, 2021

RESOLUTION 2
Refund County Building Bonds, Series 2006

CERTIFICATE AS TO MAXIMUM MATURITY OF BONDS

The undersigned, being the fiscal officer of the County of Gallia, Ohio (the "County"), within the meaning of Section 133.01 of the Revised Code of Ohio, hereby certifies to the Board of County Commissioners of the County in connection with the proposed issuance of not to exceed \$1,030,000 of bonds (the "Bonds") for the purpose of refunding the County's County Building Bonds, Series 2006, dated September 8, 2006 (the "Prior Bonds"), issued for the purpose of paying part of the cost of constructing a building for the County's board of mental retardation and developmental disabilities (the "Project"), that

1. the estimated life or period of usefulness of the Project is at least five (5) years; and
2. that the maximum maturity of the Bonds, in accordance with Section 133.20 of the Ohio Revised Code, is thirty (30) years, but pursuant to Section 133.34 of the Ohio Revised Code, is reduced to thirty (30) years from the date of issuance of the Prior Bonds (September 8, 2006).

IN WITNESS WHEREOF, I have hereunto set my hand, this 18th day of March, 2021.

/s/ Larry M. Betz
County Auditor
Gallia County, Ohio

ENTERED IN COMMISSIONER'S JOURNAL
NO. 54, PAGE NO. 61

The Board of County Commissioners of Gallia County, Ohio, met in regular session at 9:00 o'clock a.m. on March 18, 2021, at the office of said board of county commissioners, 18 Locust Street, Gallipolis, Ohio, with the following members present:

Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Absent: _____

Q. Jay Stapleton moved the adoption of the following resolution:

RESOLUTION NO. 2

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$1,030,000 OF BONDS FOR THE PURPOSE OF CURRENTLY REFUNDING ALL OR A PORTION OF OUTSTANDING BONDS ISSUED TO PAY PART OF THE COST OF CONSTRUCTING A BUILDING FOR THE COUNTY'S BOARD OF MENTAL RETARDATION AND DEVELOPMENTAL DISABILITIES, AND MATTERS RELATED TO SUCH BONDS.

WHEREAS, this Board of County Commissioners (sometimes referred to herein as the "Board") of the County of Gallia, Ohio (the "County") has previously determined the necessity of constructing a building for the County's board of mental retardation and developmental disabilities (the "Project"); and

WHEREAS, the County has previously issued \$1,480,000 County Building Bonds, Series 2006, dated September 8, 2006 (the "Prior Bonds"), and the Board has determined to retire all or a portion of the Prior Bonds (the "Refunded Bonds") with proceeds of the bonds authorized hereby; and

WHEREAS, the Board expects the debt service charges from time to time on the bonds authorized hereby to be paid from moneys derived from leases or other agreements between the County and the agencies, departments, boards, commissions or other entities relating to the use of the Project (the "Revenues"); and

WHEREAS, the County Auditor, as fiscal officer of the County, has heretofore estimated that the life of the improvements and assets comprising the Project is at least five (5) years, and has certified that the maximum maturity of the bonds issued therefor, in accordance with Section 133.34 of the Ohio Revised Code, is thirty (30) years from the date of issuance of the Prior Bonds (September 8, 2006);

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

SECTION 1. That it is necessary to issue and sell bonds of the County in the principal sum of not to exceed \$1,030,000 (the "Bonds") for the purpose of retiring all of the Prior Bonds in advance of their stated maturity, or such lesser amount as the County Auditor or County Administrator may determine in the hereinafter defined Certificate of Award, and paying "financing costs," as defined in Section 133.01 of the Ohio Revised Code, related to the issuance of the Bonds, under authority of and pursuant to the general laws of the State of Ohio, particularly Chapter 133 of the Ohio Revised Code. The Bonds may be issued and sold on a consolidated basis with other bonds of the County pursuant to Section 133.30(B) of the Ohio Revised Code and a consolidating resolution adopted by the Board on this date if the County Auditor or County Administrator so determines, in which event the terms of which are incorporated herein by reference; such consolidated bond issue being sometimes referred to herein as the "Consolidated Bond Issue".

SECTION 2. That the Bonds shall (i) be issued in a principal amount not to exceed the amount set forth above, for the purpose aforesaid, (ii) be dated, (iii) be of denominations, provided that each Bond shall be of a single maturity, (iv) mature or be subject to mandatory sinking fund redemption on dates and in amounts, provided that the final maturity of the Bonds shall be not later than the final maturity of the Prior Bonds, and (v) bear interest payable semiannually on dates and at a rate or rates per annum, provided that the net interest cost payable by the County over the life of the Bonds shall not exceed seven percent (7%) per annum, all as determined by the County Auditor or County Administrator, acting alone or together, without further action of the Board in a certificate of award (the "Certificate of Award") which determinations shall be conclusive.

The Bonds shall be subject to redemption prior to maturity at the option of the County upon such terms, at such times, if any (but the first optional redemption date shall be not later than June 1, 2031) and at such price or prices (but in any case, not greater than 102% of the principal amount of the Bonds to be redeemed plus accrued interest to the redemption date), as may be determined by the County Auditor or County Administrator in the Certificate of Award without further action of the Board.

If fewer than all of the outstanding Bonds of a single maturity are called for redemption, the selection of Bonds to be redeemed, or portions thereof in amounts equal to the minimum authorized denomination of the Bonds (the "Minimum Authorized Denomination") or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar (as hereinafter defined) in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Bonds when Bonds of denominations greater than the Minimum Authorized Denomination are then outstanding, each Minimum Authorized Denomination unit of face value of principal thereof shall be treated as though it were a separate Bond of the denomination equal to the Minimum Authorized Denomination. If one or more, but not all, of such units of face value represented by a Bond are to be called for redemption, then upon notice of redemption of a Minimum Authorized Denomination unit or units, the registered holder of that Bond shall surrender the Bond to the Paying Agent and Registrar (a) for payment of the redemption price for the Minimum Authorized Denomination unit or units of face value called for redemption (including without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Bond or Bonds of the same series, 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.

The notice of 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 Paying Agent and Registrar on behalf of the County by mailing a copy of the

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redemption notice by certified mail, return receipt requested, at least 30 days prior to the date fixed for redemption, to the registered holder of each Bond subject to redemption in whole or in part at such registered holder's address shown on the Bond registration records on the fifteenth day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond. Notice having been mailed in the manner provided above, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Bonds or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Bonds or portions thereof at the place or places specified in that notice, such Bonds or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

The Bonds shall be designated "County Building Refunding Bonds, Series 2021A" or as otherwise provided in the Certificate of Award.

It is hereby determined by the Board that the issuance of the Bonds provided herein, including without limitation, the redemption provisions set forth above, are in the best interests of the County.

SECTION 3. That the Bonds shall express upon their faces the purpose for which they are issued and that they are issued in pursuance of this resolution. The Bonds shall be in fully registered form without coupons, shall bear the signatures of at least two members of the Board and of the County Auditor (each, an "Authorized Officer"), provided that any or all such signatures may be facsimile signatures, and shall bear the manual authenticating signature of an authorized representative of a bank or trust company designated by the County Auditor or County Administrator in the Certificate of Award without further action of the Board to serve as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Bonds. The principal amount of each Bond shall be payable at the designated office of the Paying Agent and the Registrar and interest thereon shall be made on each interest payment date to the person whose name appears on the record date (May 15 and November 15 for June 1 and December 1 interest, respectively) on the Bond registration records as the registered holder thereof, by check or draft mailed to such registered holder at his address as it appears on such registration records.

The Bonds shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the designated office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. The County and the Paying Agent and Registrar shall not be required to transfer any Bond during the 15-day period preceding any interest payment date or preceding any selection of Bonds to be redeemed, or after such Bond has been selected for partial or complete redemption, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange thereof.

The County and the Paying Agent and Registrar may deem and treat the registered holders of the Bonds as the absolute owners thereof for all purposes, and neither the County nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

SECTION 4. That for the payment of the Bonds and the interest thereon, the full faith, credit, and revenue of the County are hereby irrevocably pledged, and for the purpose of providing the necessary funds to pay the interest on the Bonds promptly when and as the same falls due, and also to provide a fund sufficient to discharge the Bonds at maturity or upon mandatory sinking fund redemption, there shall be and is hereby levied on all the taxable property in the County within applicable limitations, in addition to all other taxes, a direct tax annually during the period the Bonds are to run in an amount sufficient to provide funds to pay interest upon the Bonds as and when the same falls due and also to provide a fund for the discharge of the principal of the Bonds at maturity or upon mandatory sinking fund redemption, which tax shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Constitution of Ohio.

Said tax 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 said years are certified, levied, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof. The Revenues to be applied to debt service on the Bonds and the funds derived from said tax levies hereby required shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the interest on and the principal of the Bonds when and as the same shall fall due; provided, that in each year to the extent that the Revenues or moneys from other sources are available for the payment of debt service on the Bonds and are appropriated for such purpose, the amount of such tax shall be reduced by the amount of the Revenues or such moneys so available and appropriated.

SECTION 5. That the Bonds shall be sold to Robert W. Baird & Co. Incorporated (the "Purchaser") at not less than 97% of the principal amount thereof, plus accrued interest to the date of delivery, as determined by the County Auditor or County Administrator without further action of the Board in the Certificate of Award pursuant to the Purchaser's offer to purchase which such officer is hereby authorized to accept. Such sale may be on a consolidated basis pursuant to Section 133.30(B) of the Ohio Revised Code as described herein. The County Administrator, at least two members of the Board or the County Auditor, or any of them, are hereby separately authorized, alone or with others, to execute and deliver a purchase agreement for the Bonds (the "Purchase Agreement") in such form as may be approved by the officer executing the same, such officer's execution thereof on behalf of the County to be conclusive evidence of such authorization and approval, and to make the necessary arrangements with the Purchaser to establish the date, location, procedure and conditions for the delivery of the Bonds to the Purchaser, to give all appropriate notices and certificates and to take all steps necessary to effect the due execution and delivery of the Bonds pursuant to the provisions of the Purchase Agreement. The proceeds from the sale of the Bonds, except as any premium and accrued interest received, shall be deposited in one or more appropriate funds and used for the purpose aforesaid and for no other purpose and for which purpose such proceeds are hereby appropriated. Any premium and accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal and interest of the Bonds in the manner provided by law.

SECTION 6. That this Board hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, as may be necessary after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder, including any expenditure requirements, investment limitations or rebate requirements. Without limiting the generality of the foregoing, this Board represents and covenants that not more than 10% of the improvements financed with the proceeds of the Bonds shall be used directly or indirectly in the trade or business of any person that is not an "exempt person" within the meaning of the Code. The County Auditor, County Administrator, or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the County on the date of delivery of the Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

The Bonds may be designated or deemed designated as "qualified tax-exempt obligations" to the extent permitted by Section 265(b)(3) of the Code, and if designated, not already deemed so designated as determined by the County Auditor or County Administrator without further action of this Board in the Certificate of Award. If so designated by the County Auditor or County Administrator, the County Auditor or County Administrator shall find and determine that the reasonable anticipated amount of qualified tax-exempt obligations (other than private activity bonds) which will be issued by the County during this calendar year does not and will covenant on behalf of this Board that, during such year, the amount of tax-exempt obligations issued by the County and designated as "qualified tax-exempt obligations" for such purpose will not exceed \$10,000,000. The County Auditor, County Administrator, and other appropriate officers, and any of them, are authorized to take such actions and give such certifications on behalf of the County with respect to the reasonably anticipated amount of tax-exempt obligations to be issued by the County during this calendar year and with respect to such other matters as appropriate under Section 265(b)(3).

SECTION 7. That at least two members of the Board and the County Auditor or County Administrator are separately hereby authorized, alone or with others, to execute and deliver an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Bonds as a part of the Consolidated Bond Issue in such form as such officer may approve, the execution thereof by such officer to be conclusive evidence of such authorization and approval.

SECTION 8. That all the Prior Bonds, or such lesser amount as may be specified in the Certificate of Award, shall be and hereby are ordered called for optional redemption according to their terms on the first optional redemption date following the issuance of the Bonds. At least two members of this Board of County Commissioners, the County Auditor or the County Administrator, or any of them, are hereby separately authorized to execute and deliver an Escrow Trust Agreement with a bank or trust company as Escrow Trustee for the refunding defeasance of the Refunded Bonds in such form as the officer or officers executing the same may approve, the execution thereof by such officer or officers to be conclusive evidence of such authorization and approval. Such officers are each hereby further separately authorized to subscribe for and purchase such United States Treasury obligations, including such obligations of the State and Local Government Series, as shall be required pursuant to such Escrow Trust Agreement and to pay for such obligations with the proceeds of the Bonds, and any such actions heretofore taken by such officers or the Purchaser or bond counsel in connection with such subscription and purchase are hereby approved, ratified and confirmed. Such officers are separately hereby authorized, alone or with others, to execute and deliver an agreement with an independent public accounting firm of national reputation, acceptable to the Escrow Trustee and named in the Certificate of Award (the "Verification Agent"), to prepare a report (the "Verification Report") certifying that the moneys and investments in an Escrow Fund are of such maturities and interest payment dates and bear such interest as will be sufficient, without

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further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, for the payment of all debt service charges on the Refunded Bonds from the date of initial delivery of the Bonds through and including the date set forth in the Certificate of Award when the Refunded Bonds shall be called for optional redemption. The fees and expenses of the Verification Agent in connection with a Verification Report may be paid from the proceeds of the Bonds.

SECTION 9. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a municipal bond insurance policy with respect to the Bonds, and accept a commitment therefor, if the Purchaser should recommend the same, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the premium and expenses relating to any such insurance policy from the proceeds of the Bonds is hereby authorized if the County Auditor or County Administrator determines in the Certificate of Award that the present value of the interest cost savings on the Bonds resulting from the insurance policy is greater than the premium to be charged for the insurance policy, which determination shall be conclusive.

SECTION 10. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a rating from one or more national rating services with respect to the Bonds, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the Bonds is hereby authorized.

SECTION 11. That the law firm of Dinsmore & Shohl LLP be and is hereby retained as bond counsel to the County to prepare the necessary authorization and related closing documents for the issuance, sale and delivery of the Bonds and, if appropriate, rendering its approving legal opinion in connection therewith in accordance with a written agreement with the County which at least two members of the Board and the County Auditor or County Administrator are each hereby separately authorized to execute and deliver on behalf of the County, as may be approved by such officers. The approval of such changes by such officers, and that the same are not substantially adverse to the County, shall be conclusively evidenced by the execution of such agreement by such officers. Such law firm shall be compensated by the County for the above services in accordance with such written agreement.

SECTION 12. That the Clerk of the Board is hereby directed to forward a certified copy of this resolution to the County Auditor.

SECTION 13. That it is found and determined that all formal actions of the Board concerning and relating to the adoption of this resolution were adopted 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 the law, including Section 121.22 of the Revised Code of Ohio.

SECTION 14. That this resolution shall take effect immediately upon its adoption.

M. Eugene Greene seconded the resolution, and the roll being called upon the question of its adoption, the vote resulted as follows:

Ayes: Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Nays:

ADOPTED: this 18th day of March, 2021.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Prepared by Dinsmore & Shohl LLP

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the Board of County Commissioners of Gallia County, Ohio, on March 18, 2021, and that a copy thereof was certified to the County Auditor.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Date: March 18, 2021

CERTIFICATE AND RECEIPT

The undersigned, County Auditor of Gallia County, Ohio, hereby certifies the filing and acknowledges receipt of a certified copy of the foregoing resolution.

/s/ Larry M. Belt

County Auditor
Gallia County, Ohio

Date: March 18, 2021

RESOLUTION 3 Refund Parking Lot Bonds, Series 2011

CERTIFICATE AS TO MAXIMUM MATURITY OF BONDS

The undersigned, being the fiscal officer of the County of Gallia, Ohio (the "County"), within the meaning of Section 133.01 of the Revised Code of Ohio, hereby certifies to the Board of County Commissioners of the County in connection with the proposed issuance of not to exceed \$115,000 of bonds (the "Bonds") for the purpose of refunding the County's Parking Lot Bonds, Series 2011, dated December 29, 2011 (the "Prior Bonds"), issued for the purpose of paying part of the cost of acquiring the Davis Hall parking lot (the "Project"), that

1. the estimated life or period of usefulness of the Project is at least five (5) years; and
2. that the maximum maturity of the Bonds, in accordance with Section 133.20 of the Ohio Revised Code, is twenty (20) years, but pursuant to Section 133.34 of the Ohio Revised Code, is reduced to twenty (20) years from the date of issuance of the Prior Bonds (December 29, 2011).

IN WITNESS WHEREOF, I have hereunto set my hand, this 18th day of March, 2021.

/s/ Larry M. Belt

County Auditor
Gallia County, Ohio

ENTERED IN COMMISSIONER'S JOURNAL
NO. 54, PAGE NO. 63

The Board of County Commissioners of Gallia County, Ohio, met in regular session at 9:00 o'clock a.m. on March 18, 2021, at the office of said board of county commissioners, 18 Locust Street, Gallipolis, Ohio, with the following members present:

Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Absent:

M. Eugene Greene moved the adoption of the following resolution:

RESOLUTION NO. 3

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$115,000 OF BONDS FOR THE PURPOSE OF CURRENTLY REFUNDING ALL OR A PORTION OF OUTSTANDING BONDS ISSUED TO PAY PART OF THE COST OF ACQUIRING THE DAVIS HALL PARKING LOT, AND MATTERS RELATED TO SUCH BONDS.

WHEREAS, this Board of County Commissioners (sometimes referred to herein as the "Board") of the County of Gallia, Ohio (the "County") has previously determined the necessity of acquiring the Davis Hall parking lot (the "Project"); and

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WHEREAS, the County has previously issued \$160,000 Parking Lot Bonds, Series 2011, dated December 29, 2011 (the "Prior Bonds"), and the Board has determined to retire all or a portion of the Prior Bonds (the "Refunded Bonds") with proceeds of the bonds authorized hereby; and

WHEREAS, the Board expects the debt service charges from time to time on the bonds authorized hereby to be paid from the general revenues of the County (the "Revenues"); and

WHEREAS, the County Auditor, as fiscal officer of the County, has heretofore estimated that the life of the improvements and assets comprising the Project is at least five (5) years, and has certified that the maximum maturity of the bonds issued therefor, in accordance with Section 133.34 of the Ohio Revised Code, is twenty (20) years from the date of issuance of the Prior Bonds (December 29, 2011);

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

SECTION 1. That it is necessary to issue and sell bonds of the County in the principal sum of not to exceed \$115,000 (the "Bonds") for the purpose of retiring all of the Prior Bonds in advance of their stated maturity, or such lesser amount as the County Auditor or County Administrator may determine in the hereinafter defined Certificate of Award, and paying "financing costs," as defined in Section 133.01 of the Ohio Revised Code, related to the issuance of the Bonds, under authority of and pursuant to the general laws of the State of Ohio, particularly Chapter 133 of the Ohio Revised Code. The Bonds may be issued and sold on a consolidated basis with other bonds of the County pursuant to Section 133.30(B) of the Ohio Revised Code and a consolidating resolution adopted by the Board on this date if the County Auditor or County Administrator so determines, in which event the terms of which are incorporated herein by reference; such consolidated bond issue being sometimes referred to herein as the "Consolidated Bond Issue".

SECTION 2. That the Bonds shall (i) be issued in a principal amount not to exceed the amount set forth above, for the purpose aforesaid, (ii) be dated, (iii) be of denominations, provided that each Bond shall be of a single maturity, (iv) mature or be subject to mandatory sinking fund redemption on dates and in amounts, provided that the final maturity of the Bonds shall be not later than the final maturity of the Prior Bonds, and (v) bear interest payable semiannually on dates and at a rate or rates per annum, provided that the net interest cost payable by the County over the life of the Bonds shall not exceed seven percent (7%) per annum, all as determined by the County Auditor or County Administrator, acting alone or together, without further action of the Board in a certificate of award (the "Certificate of Award") which determinations shall be conclusive.

The Bonds shall be subject to redemption prior to maturity at the option of the County upon such terms, at such times, if any (but the first optional redemption date shall be not later than June 1, 2031) and at such price or prices (but in any case, not greater than 102% of the principal amount of the Bonds to be redeemed plus accrued interest to the redemption date), as may be determined by the County Auditor or County Administrator in the Certificate of Award without further action of the Board.

If fewer than all of the outstanding Bonds of a single maturity are called for redemption, the selection of Bonds to be redeemed, or portions thereof in amounts equal to the minimum authorized denomination of the Bonds (the "Minimum Authorized Denomination") or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar (as hereinafter defined) in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Bonds when Bonds of denominations greater than the Minimum Authorized Denomination are then outstanding, each Minimum Authorized Denomination unit of face value of principal thereof shall be treated as though it were a separate Bond of the denomination equal to the Minimum Authorized Denomination. If one or more, but not all, of such units of face value represented by a Bond are to be called for redemption, then upon notice of redemption of a Minimum Authorized Denomination unit or units, the registered holder of that Bond shall surrender the Bond to the Paying Agent and Registrar (a) for payment of the redemption price for the Minimum Authorized Denomination unit or units of face value called for redemption (including without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Bond or Bonds of the same series, 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.

The notice of 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 Paying Agent and Registrar on behalf of the County by mailing a copy of the redemption notice by certified mail, return receipt requested, at least 30 days prior to the date fixed for redemption, to the registered holder of each Bond subject to redemption in whole or in part at such registered holder's address shown on the Bond registration records on the fifteenth day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond. Notice having been mailed in the manner provided above, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Bonds or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Bonds or portions thereof at the place or places specified in that notice, such Bonds or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

The Bonds shall be designated "Parking Lot Refunding Bonds, Series 2021" or as otherwise provided in the Certificate of Award.

It is hereby determined by the Board that the issuance of the Bonds provided herein, including without limitation, the redemption provisions set forth above, are in the best interests of the County.

SECTION 3. That the Bonds shall express upon their faces the purpose for which they are issued and that they are issued in pursuance of this resolution. The Bonds shall be in fully registered form without coupons, shall bear the signatures of at least two members of the Board and of the County Auditor (each, an "Authorized Officer"), provided that any or all such signatures may be facsimile signatures, and shall bear the manual authenticating signature of an authorized representative of a bank or trust company designated by the County Auditor or County Administrator in the Certificate of Award without further action of the Board to serve as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Bonds. The principal amount of each Bond shall be payable at the designated office of the Paying Agent and the Registrar and interest thereon shall be made on each interest payment date to the person whose name appears on the record date (May 15 and November 15 for June 1 and December 1 interest, respectively) on the Bond registration records as the registered holder thereof, by check or draft mailed to such registered holder at his address as it appears on such registration records.

The Bonds shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the designated office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. The County and the Paying Agent and Registrar shall not be required to transfer any Bond during the 15-day period preceding any interest payment date or preceding any selection of Bonds to be redeemed, or after such Bond has been selected for partial or complete redemption, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor.

The County and the Paying Agent and Registrar may deem and treat the registered holders of the Bonds as the absolute owners thereof for all purposes, and neither the County nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

SECTION 4. That for the payment of the Bonds and the interest thereon, the full faith, credit, and revenue of the County are hereby irrevocably pledged, and for the purpose of providing the necessary funds to pay the interest on the Bonds promptly when and as the same falls due, and also to provide a fund sufficient to discharge the Bonds at maturity or upon mandatory sinking fund redemption, there shall be and is hereby levied on all the taxable property in the County within applicable limitations, in addition to all other taxes, a direct tax annually during the period the Bonds are to run in an amount sufficient to provide funds to pay interest upon the Bonds as and when the same falls due and also to provide a fund for the discharge of the principal of the Bonds at maturity or upon mandatory sinking fund redemption, which tax shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Constitution of Ohio.

Said tax 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 said years are certified, levied, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof. The Revenues to be applied to debt service on the Bonds and the funds derived from said tax levies hereby required shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the interest on and the principal of the Bonds when and as the same shall fall due; provided, that in each year to the extent that the Revenues or moneys from other sources are available for the payment of debt service on the Bonds and are appropriated for such purpose, the amount of such tax shall be reduced by the amount of the Revenues or such moneys so available and appropriated.

SECTION 5. That the Bonds shall be sold to Robert W. Baird & Co. Incorporated (the "Purchaser") at not less than 97% of the principal amount thereof, plus accrued interest to the date of delivery, as determined by the County Auditor or County Administrator without further action of the Board in the Certificate of Award pursuant to the Purchaser's offer to purchase which such officer is hereby authorized to accept. Such sale may be on a consolidated basis pursuant to Section 133.30(B) of the Ohio Revised Code as described herein. The County Administrator, at least two members of the Board or the County Auditor, or any of them, are hereby separately authorized, alone or with others, to execute and deliver a purchase agreement

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for the Bonds (the "Purchase Agreement") in such form as may be approved by the officer executing the same, such officer's execution thereof on behalf of the County to be conclusive evidence of such authorization and approval, and to make the necessary arrangements with the Purchaser to establish the date, location, procedure and conditions for the delivery of the Bonds to the Purchaser, to give all appropriate notices and certificates and to take all steps necessary to effect the due execution and delivery of the Bonds pursuant to the provisions of the Purchase Agreement. The proceeds from the sale of the Bonds, except as any premium and accrued interest received, shall be deposited in one or more appropriate funds and used for the purpose aforesaid and for no other purpose and for which purpose such proceeds are hereby appropriated. Any premium and accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal and interest of the Bonds in the manner provided by law.

SECTION 6. That this Board hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, as may be necessary after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder, including any expenditure requirements, investment limitations or rebate requirements. Without limiting the generality of the foregoing, this Board represents and covenants that not more than 10% of the improvements financed with the proceeds of the Bonds shall be used directly or indirectly in the trade or business of any person that is not an "exempt person" within the meaning of the Code. The County Auditor, County Administrator, or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the County on the date of delivery of the Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

The Bonds may be designated or deemed designated as "qualified tax-exempt obligations" to the extent permitted by Section 265(b)(3) of the Code, and if designated, not already deemed so designated as determined by the County Auditor or County Administrator without further action of this Board in the Certificate of Award. If so designated by the County Auditor or County Administrator, the County Auditor or County Administrator shall find and determine that the reasonable anticipated amount of qualified tax-exempt obligations (other than private activity bonds) which will be issued by the County during this calendar year does not and will covenant on behalf of this Board that, during such year, the amount of tax-exempt obligations issued by the County and designated as "qualified tax-exempt obligations" for such purpose will not exceed \$10,000,000. The County Auditor, County Administrator, and other appropriate officers, and any of them, are authorized to take such actions and give such certifications on behalf of the County with respect to the reasonably anticipated amount of tax-exempt obligations to be issued by the County during this calendar year and with respect to such other matters as appropriate under Section 265(b)(3).

SECTION 7. That at least two members of the Board and the County Auditor or the County Administrator are separately hereby authorized, alone or with others, to execute and deliver an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Bonds as a part of the Consolidated Bond Issue in such form as such officer may approve, the execution thereof by such officer to be conclusive evidence of such authorization and approval.

SECTION 8. That all the Prior Bonds, or such lesser amount as may be specified in the Certificate of Award, shall be and hereby are ordered called for optional redemption according to their terms on the first optional redemption date following the issuance of the Bonds. At least two members of this Board of County Commissioners, the County Auditor or the County Administrator, or any of them, are hereby separately authorized to execute and deliver an Escrow Trust Agreement with a bank or trust company as Escrow Trustee for the refunding defeasance of the Refunded Bonds in such form as the officer or officers executing the same may approve, the execution thereof by such officer or officers to be conclusive evidence of such authorization and approval. Such officers are each hereby further separately authorized to subscribe for and purchase such United States Treasury obligations, including such obligations of the State and Local Government Series, as shall be required pursuant to such Escrow Trust Agreement and to pay for such obligations with the proceeds of the Bonds, and any such actions heretofore taken by such officers or the Purchaser or bond counsel in connection with such subscription and purchase are hereby approved, ratified and confirmed. Such officers are separately hereby authorized, alone or with others, to execute and deliver an agreement with an independent public accounting firm of national reputation, acceptable to the Escrow Trustee and named in the Certificate of Award (the "Verification Agent"), to prepare a report (the "Verification Report") certifying that the moneys and investments in an Escrow Fund are of such maturities and interest payment dates and bear such interest as will be sufficient, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, for the payment of all debt service charges on the Refunded Bonds from the date of initial delivery of the Bonds through and including the date set forth in the Certificate of Award when the Refunded Bonds shall be called for optional redemption. The fees and expenses of the Verification Agent in connection with a Verification Report may be paid from the proceeds of the Bonds.

SECTION 9. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a municipal bond insurance policy with respect to the Bonds, and accept a commitment therefor, if the Purchaser should recommend the same, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the premium and expenses relating to any such insurance policy from the proceeds of the Bonds is hereby authorized if the County Auditor or the County Administrator determines in the Certificate of Award that the present value of the interest cost savings on the Bonds resulting from the insurance policy is greater than the premium to be charged for the insurance policy, which determination shall be conclusive.

SECTION 10. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a rating from one or more national rating services with respect to the Bonds, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the Bonds is hereby authorized.

SECTION 11. That the law firm of Dinsmore & Shohl LLP be and is hereby retained as bond counsel to the County to prepare the necessary authorization and related closing documents for the issuance, sale and delivery of the Bonds and, if appropriate, rendering its approving legal opinion in connection therewith in accordance with a written agreement with the County which at least two members of the Board and the County Auditor or the County Administrator are each hereby separately authorized to execute and deliver on behalf of the County, as may be approved by such officers. The approval of such changes by such officers, and that the same are not substantially adverse to the County, shall be conclusively evidenced by the execution of such agreement by such officers. Such law firm shall be compensated by the County for the above services in accordance with such written agreement.

SECTION 12. That the Clerk of the Board is hereby directed to forward a certified copy of this resolution to the County Auditor.

SECTION 13. That it is found and determined that all formal actions of the Board concerning and relating to the adoption of this resolution were adopted 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 the law, including Section 121.22 of the Revised Code of Ohio.

SECTION 14. That this resolution shall take effect immediately upon its adoption.

Q. Jay Stapleton seconded the resolution, and the roll being called upon the question of its adoption, the vote resulted as follows:

Ayes: Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Nays:

ADOPTED: this 18th day of March, 2021.

/s/ Anette L. Brown
Clerk, Board of County Commissioners,
Gallia County, Ohio

Prepared by Dinsmore & Shohl LLP

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the Board of County Commissioners of Gallia County, Ohio, on March 18, 2021, and that a copy thereof was certified to the County Auditor.

/s/ Anette L. Brown
Clerk, Board of County Commissioners,
Gallia County, Ohio

Date: March 18, 2021

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CERTIFICATE AND RECEIPT

The undersigned, County Auditor of Gallia County, Ohio, hereby certifies the filing and acknowledges receipt of a certified copy of the foregoing resolution.

/s/ Larry M. Bate
County Auditor
Gallia County, Ohio

Date: March 18, 2021

RESOLUTION 4
Refund County Building Bonds, Series 2012

CERTIFICATE AS TO MAXIMUM MATURITY OF BONDS

The undersigned, being the fiscal officer of the County of Gallia, Ohio (the "County"), within the meaning of Section 133.01 of the Revised Code of Ohio, hereby certifies to the Board of County Commissioners of the County in connection with the proposed issuance of not to exceed \$570,000 of bonds (the "Bonds") for the purpose of refunding the County's County Building Bonds, Series 2012, dated July 26, 2012 (the "Prior Bonds"), issued for the purpose of paying part of the cost of acquiring a building for use by the agencies, departments, boards or commissions of the County and particularly, its Department of Job and Family Services (the "Project"), that

1. the estimated life or period of usefulness of the Project is at least five (5) years; and
2. that the maximum maturity of the Bonds, in accordance with Section 133.20 of the Ohio Revised Code, is twenty-five (25) years, but pursuant to Section 133.34 of the Ohio Revised Code, is reduced to twenty-five (25) years from the date of issuance of the Prior Bonds (July 26, 2012).

IN WITNESS WHEREOF, I have hereunto set my hand, this 18th day of March, 2021.

/s/ Larry M. Bate
County Auditor
Gallia County, Ohio

ENTERED IN COMMISSIONER'S JOURNAL
NO. 54, PAGE NO. 66

The Board of County Commissioners of Gallia County, Ohio, met in regular session at 9:00 o'clock a.m. on March 18, 2021, at the office of said board of county commissioners, 18 Locust Street, Gallipolis, Ohio, with the following members present:

Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Absent: _____

M. Eugene Greene moved the adoption of the following resolution:

RESOLUTION NO. 4

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$570,000 OF BONDS FOR THE PURPOSE OF CURRENTLY REFUNDING ALL OR A PORTION OF OUTSTANDING BONDS ISSUED TO PAY PART OF THE COST OF ACQUIRING A BUILDING FOR USE BY THE AGENCIES, DEPARTMENTS, BOARDS OR COMMISSIONS OF THE COUNTY AND PARTICULARLY, ITS DEPARTMENT OF JOB AND FAMILY SERVICES, AND MATTERS RELATED TO SUCH BONDS.

WHEREAS, this Board of County Commissioners (sometimes referred to herein as the "Board") of the County of Gallia, Ohio (the "County") has previously determined the necessity of acquiring a building for use by the agencies, departments, boards or commissions of the County and particularly, its Department of Job and Family Services (the "Project"); and

WHEREAS, the County has previously issued \$744,000 County Building Bonds, Series 2012, dated July 26, 2012 (the "Prior Bonds"), and the Board has determined to retire all or a portion of the Prior Bonds (the "Refunded Bonds") with proceeds of the bonds authorized hereby; and

WHEREAS, the Board expects the debt service charges from time to time on the bonds authorized hereby to be paid from moneys derived from leases or other agreements between the County and the agencies, departments, boards, commissions of the County and the State of Ohio, as well as the general revenues of the County (the "Revenues"); and

WHEREAS, the County Auditor, as fiscal officer of the County, has heretofore estimated that the life of the improvements and assets comprising the Project is at least five (5) years, and has certified that the maximum maturity of the bonds issued therefor, in accordance with Section 133.34 of the Ohio Revised Code, is twenty-five (25) years from the date of issuance of the Prior Bonds (July 26, 2012);

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

SECTION 1. That it is necessary to issue and sell bonds of the County in the principal sum of not to exceed \$570,000 (the "Bonds") for the purpose of retiring all of the Prior Bonds in advance of their stated maturity, or such lesser amount as the County Auditor or County Administrator may determine in the hereinafter defined Certificate of Award, and paying "financing costs," as defined in Section 133.01 of the Ohio Revised Code, related to the issuance of the Bonds, under authority of and pursuant to the general laws of the State of Ohio, particularly Chapter 133 of the Ohio Revised Code. The Bonds may be issued and sold on a consolidated basis with other bonds of the County pursuant to Section 133.30(B) of the Ohio Revised Code and a consolidating resolution adopted by the Board on this date if the County Auditor or the County Administrator so determines, in which event the terms of which are incorporated herein by reference; such consolidated bond issue being sometimes referred to herein as the "Consolidated Bond Issue".

SECTION 2. That the Bonds shall (i) be issued in a principal amount not to exceed the amount set forth above, for the purpose aforesaid, (ii) be dated, (iii) be of denominations, provided that each Bond shall be of a single maturity, (iv) mature or be subject to mandatory sinking fund redemption on dates and in amounts, provided that the final maturity of the Bonds shall be not later than the final maturity of the Prior Bonds, and (v) bear interest payable semiannually on dates and at a rate or rates per annum, provided that the net interest cost payable by the County over the life of the Bonds shall not exceed seven percent (7%) per annum, all as determined by the County Auditor or County Administrator, acting alone or together, without further action of the Board in a certificate of award (the "Certificate of Award") which determinations shall be conclusive.

The Bonds shall be subject to redemption prior to maturity at the option of the County upon such terms, at such times, if any (but the first optional redemption date shall be not later than June 1, 2031) and at such price or prices (but in any case, not greater than 102% of the principal amount of the Bonds to be redeemed plus accrued interest to the redemption date), as may be determined by the County Auditor or the County Administrator in the Certificate of Award without further action of the Board.

If fewer than all of the outstanding Bonds of a single maturity are called for redemption, the selection of Bonds to be redeemed, or portions thereof in amounts equal to the minimum authorized denomination of the Bonds (the "Minimum Authorized Denomination") or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar (as hereinafter defined) in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Bonds when Bonds of denominations greater than the Minimum Authorized Denomination are then outstanding, each Minimum Authorized Denomination unit of face value of principal thereof shall be treated as though it were a separate Bond of the denomination equal to the Minimum Authorized Denomination. If one or more, but not all, of such units of face value represented by a Bond are to be called for redemption, then upon notice of redemption of a Minimum Authorized Denomination unit or units, the registered holder of that Bond shall surrender the Bond to the Paying Agent and Registrar (a) for payment of the redemption price for the Minimum Authorized Denomination unit or units of face value called for redemption (including without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Bond or Bonds of the same series, 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.

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The notice of 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 Paying Agent and Registrar on behalf of the County by mailing a copy of the redemption notice by certified mail, return receipt requested, at least 30 days prior to the date fixed for redemption, to the registered holder of each Bond subject to redemption in whole or in part at such registered holder's address shown on the Bond registration records on the fifteenth day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond. Notice having been mailed in the manner provided above, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Bonds or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Bonds or portions thereof at the place or places specified in that notice, such Bonds or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

The Bonds shall be designated "County Building Refunding Bonds, Series 2021B" or as otherwise provided in the Certificate of Award.

It is hereby determined by the Board that the issuance of the Bonds provided herein, including without limitation, the redemption provisions set forth above, are in the best interests of the County.

SECTION 3. That the Bonds shall express upon their faces the purpose for which they are issued and that they are issued in pursuance of this resolution. The Bonds shall be in fully registered form without coupons, shall bear the signatures of at least two members of the Board and of the County Auditor (each, an "Authorized Officer"), provided that any or all such signatures may be facsimile signatures, and shall bear the manual authenticating signature of an authorized representative of a bank or trust company designated by the County Auditor in the Certificate of Award without further action of the Board to serve as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Bonds. The principal amount of each Bond shall be payable at the designated office of the Paying Agent and the Registrar and interest thereon shall be made on each interest payment date to the person whose name appears on the record date (May 15 and November 15 for June 1 and December 1 interest, respectively) on the Bond registration records as the registered holder thereof, by check or draft mailed to such registered holder at his address as it appears on such registration records.

The Bonds shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the designated office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. The County and the Paying Agent and Registrar shall not be required to transfer any Bond during the 15-day period preceding any interest payment date or preceding any selection of Bonds to be redeemed, or after such Bond has been selected for partial or complete redemption, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor.

The County and the Paying Agent and Registrar may deem and treat the registered holders of the Bonds as the absolute owners thereof for all purposes, and neither the County nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

SECTION 4. That for the payment of the Bonds and the interest thereon, the full faith, credit, and revenue of the County are hereby irrevocably pledged, and for the purpose of providing the necessary funds to pay the interest on the Bonds promptly when and as the same falls due, and also to provide a fund sufficient to discharge the Bonds at maturity or upon mandatory sinking fund redemption, there shall be and is hereby levied on all the taxable property in the County within applicable limitations, in addition to all other taxes, a direct tax annually during the period the Bonds are to run in an amount sufficient to provide funds to pay interest upon the Bonds as and when the same falls due and also to provide a fund for the discharge of the principal of the Bonds at maturity or upon mandatory sinking fund redemption, which tax shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Constitution of Ohio.

Said tax 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 said years are certified, levied, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof. The Revenues to be applied to debt service on the Bonds and the funds derived from said tax levies hereby required shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the interest on and the principal of the Bonds when and as the same shall fall due; provided, that in each year to the extent that the Revenues or moneys from other sources are available for the payment of debt service on the Bonds and are appropriated for such purpose, the amount of such tax shall be reduced by the amount of the Revenues or such moneys so available and appropriated.

SECTION 5. That the Bonds shall be sold to Robert W. Baird & Co. Incorporated (the "Purchaser") at not less than 97% of the principal amount thereof, plus accrued interest to the date of delivery, as determined by the County Auditor or the County Administrator without further action of the Board in the Certificate of Award pursuant to the Purchaser's offer to purchase which such officer is hereby authorized to accept. Such sale may be on a consolidated basis pursuant to Section 133.30(B) of the Ohio Revised Code as described herein. The County Administrator, at least two members of the Board or the County Auditor, or any of them, are hereby separately authorized, alone or with others, to execute and deliver a purchase agreement for the Bonds (the "Purchase Agreement") in such form as may be approved by the officer executing the same, such officer's execution thereof on behalf of the County to be conclusive evidence of such authorization and approval, and to make the necessary arrangements with the Purchaser to establish the date, location, procedure and conditions for the delivery of the Bonds to the Purchaser, to give all appropriate notices and certificates and to take all steps necessary to effect the due execution and delivery of the Bonds pursuant to the provisions of the Purchase Agreement. The proceeds from the sale of the Bonds, except as any premium and accrued interest received, shall be deposited in one or more appropriate funds and used for the purpose aforesaid and for no other purpose and for which purpose such proceeds are hereby appropriated. Any premium and accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal and interest of the Bonds in the manner provided by law.

SECTION 6. That this Board hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, as may be necessary after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder, including any expenditure requirements, investment limitations or rebate requirements. Without limiting the generality of the foregoing, this Board represents and covenants that not more than 10% of the improvements financed with the proceeds of the Bonds shall be used directly or indirectly in the trade or business of any person that is not an "exempt person" within the meaning of the Code. The County Auditor, County Administrator, or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the County on the date of delivery of the Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

The Bonds may be designated or deemed designated as "qualified tax-exempt obligations" to the extent permitted by Section 265(b)(3) of the Code, and if designated, not already deemed so designated as determined by the County Auditor or County Administrator without further action of this Board in the Certificate of Award. If so designated by the County Auditor or County Administrator, the County Auditor or County Administrator shall find and determine that the reasonable anticipated amount of qualified tax-exempt obligations (other than private activity bonds) which will be issued by the County during this calendar year does not and will covenant on behalf of this Board that, during such year, the amount of tax-exempt obligations issued by the County and designated as "qualified tax-exempt obligations" for such purpose will not exceed \$10,000,000. The County Auditor, County Administrator, and other appropriate officers, and any of them, are authorized to take such actions and give such certifications on behalf of the County with respect to the reasonably anticipated amount of tax-exempt obligations to be issued by the County during this calendar year and with respect to such other matters as appropriate under Section 265(b)(3).

SECTION 7. That at least two members of the Board and the County Auditor or the County Administrator are separately hereby authorized, alone or with others, to execute and deliver an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Bonds as a part of the Consolidated Bond Issue in such form as such officer may approve, the execution thereof by such officer to be conclusive evidence of such authorization and approval.

SECTION 8. That all the Prior Bonds, or such lesser amount as may be specified in the Certificate of Award, shall be and hereby are ordered called for optional redemption according to their terms on the first optional redemption date following the issuance of the Bonds. At least two members of this Board of County Commissioners, the County Auditor or the County Administrator, or any of them, are hereby separately authorized to execute and deliver an Escrow Trust Agreement with a bank or trust company as Escrow Trustee for the refunding defeasance of the Refunded Bonds in such form as the officer or officers executing the same may approve, the execution thereof by such officer or officers to be conclusive evidence of such authorization and approval. Such officers are each hereby further separately authorized to subscribe for and purchase such United States Treasury obligations, including such obligations of the State and Local Government Series, as shall be required pursuant to such Escrow Trust Agreement and to pay for such obligations with the proceeds of the Bonds, and any such actions heretofore taken by such officers or the Purchaser or bond counsel in connection with such subscription and purchase are hereby approved, ratified and confirmed. Such officers are separately hereby

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authorized, alone or with others, to execute and deliver an agreement with an independent public accounting firm of national reputation, acceptable to the Escrow Trustee and named in the Certificate of Award (the "Verification Agent"), to prepare a report (the "Verification Report") certifying that the moneys and investments in an Escrow Fund are of such maturities and interest payment dates and bear such interest as will be sufficient, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, for the payment of all debt service charges on the Refunded Bonds from the date of initial delivery of the Bonds through and including the date set forth in the Certificate of Award when the Refunded Bonds shall be called for optional redemption. The fees and expenses of the Verification Agent in connection with a Verification Report may be paid from the proceeds of the Bonds.

SECTION 9. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a municipal bond insurance policy with respect to the Bonds, and accept a commitment therefor, if the Purchaser should recommend the same, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the premium and expenses relating to any such insurance policy from the proceeds of the Bonds is hereby authorized if the County Auditor or the County Administrator determines in the Certificate of Award that the present value of the interest cost savings on the Bonds resulting from the insurance policy is greater than the premium to be charged for the insurance policy, which determination shall be conclusive.

SECTION 10. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a rating from one or more national rating services with respect to the Bonds, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the Bonds is hereby authorized.

SECTION 11. That the law firm of Dinsmore & Shohl LLP be and is hereby retained as bond counsel to the County to prepare the necessary authorization and related closing documents for the issuance, sale and delivery of the Bonds and, if appropriate, rendering its approving legal opinion in connection therewith in accordance with a written agreement with the County which at least two members of the Board and the County Auditor or the County Administrator are each hereby separately authorized to execute and deliver on behalf of the County, as may be approved by such officers. The approval of such changes by such officers, and that the same are not substantially adverse to the County, shall be conclusively evidenced by the execution of such agreement by such officers. Such law firm shall be compensated by the County for the above services in accordance with such written agreement.

SECTION 12. That the Clerk of the Board is hereby directed to forward a certified copy of this resolution to the County Auditor.

SECTION 13. That it is found and determined that all formal actions of the Board concerning and relating to the adoption of this resolution were adopted 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 the law, including Section 121.22 of the Revised Code of Ohio.

SECTION 14. That this resolution shall take effect immediately upon its adoption.

Q. Jay Stapleton seconded the resolution, and the roll being called upon the question of its adoption, the vote resulted as follows:

Ayes: Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Nays:

ADOPTED: this 18th day of March, 2021.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Prepared by Dinsmore & Shohl LLP

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the Board of County Commissioners of Gallia County, Ohio, on March 18, 2021, and that a copy thereof was certified to the County Auditor.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Date: March 18, 2021

CERTIFICATE AND RECEIPT

The undersigned, County Auditor of Gallia County, Ohio, hereby certifies the filing and acknowledges receipt of a certified copy of the foregoing resolution.

/s/ Larry M. Betz

County Auditor
Gallia County, Ohio

Date: March 18, 2021

RESOLUTION 5
County Jail Improvement Bonds, Series 2021

CERTIFICATE AS TO MAXIMUM MATURITY OF BONDS

The undersigned, being the fiscal officer of the County of Gallia, Ohio (the "Issuer"), within the meaning of Section 133.01 of the Ohio Revised Code, hereby certifies to the Board of County Commissioners of the Issuer in connection with the proposed issuance and sale of not to exceed \$7,155,000 of bonds (the "Bonds") for the purpose of paying part of the costs of constructing a new county jail and acquiring sites therefor (the "Project") that:

1. the estimated life or period of usefulness of the improvements comprising the Project is at least five (5) years; and
2. the maximum maturity of the Bonds, in accordance with Section 133.20 of the Ohio Revised Code and assuming that \$7,155,000 is expended for land acquisition and building improvements for which I hereby estimate a useful life or period of usefulness of forty (40) years and therefore, having a maximum maturity of forty (40) years, is forty (40) years.

IN WITNESS WHEREOF, I have hereunto set my hand, this 18th day of March, 2021.

/s/ Larry M. Betz

County Auditor
Gallia County, Ohio

ENTERED IN COMMISSIONER'S JOURNAL
NO. 54, PAGE NO. 68

The Board of County Commissioners of Gallia County, Ohio, met in regular session at 9:00 o'clock a.m. on March 18, 2021, at the office of said board of county commissioners, 18 Locust Street, Gallipolis, Ohio, with the following members present:

Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Absent:

M. Eugene Greene moved the adoption of the following resolution:

RESOLUTION NO. 5

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$7,155,000 OF BONDS FOR THE PURPOSE OF PAYING PART OF THE COST OF CONSTRUCTING A NEW COUNTY JAIL AND ACQUIRING SITES THEREFOR, AND MATTERS RELATED TO SUCH BONDS.

MARCH 18, 2021

WHEREAS, this board of county commissioners (the "Board") of the County of Gallia, Ohio (the "County"), has heretofore declared the necessity of constructing a new county jail and acquiring sites therefor (the "Project"); and

WHEREAS, this Board desires to issue bonds in an amount not to exceed \$7,155,000 to pay costs of the Project; and

WHEREAS, the Board expects the debt service charges from time to time on the bonds authorized hereby to be paid from proceeds of the County's sales and use taxes (the "Revenues"); and

WHEREAS, the County Auditor, as fiscal officer of the County, has heretofore estimated that the life of the improvements and assets comprising the Project to be acquired with the proceeds of the bonds hereinafter referred to is at least five (5) years, and certified that the maximum maturity of such bonds is forty (40) years;

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

SECTION 1. That it is necessary to issue and sell bonds of the County in the principal sum of not to exceed \$7,155,000 (the "Bonds") for the purpose of paying part of the costs of the Project and paying "financing costs," as defined in Section 133.01 of the Ohio Revised Code, related to the issuance of the Bonds, under authority of and pursuant to the general laws of the State of Ohio, particularly Chapter 133 of the Ohio Revised Code. The Bonds may be issued and sold on a consolidated basis with other bonds of the County pursuant to Section 133.30(B) of the Ohio Revised Code and a consolidating resolution adopted by the Board on this date if the County Auditor or the County Administrator so determines, in which event the terms of which are incorporated herein by reference; such consolidated bond issue being sometimes referred to herein as the "Consolidated Bond Issue".

SECTION 2. That the Bonds shall (i) be issued in a principal amount not to exceed the amount set forth above, for the purpose aforesaid, (ii) be dated, (iii) be of denominations, provided that each Bond shall be of a single maturity, (iv) mature or be subject to mandatory sinking fund redemption on dates and in amounts, provided that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable (whether due to maturity or mandatory sinking fund redemption) shall be not more than three times the amount of such payments in any other fiscal year, and provided further that the final maturity of the Bonds shall be not later than December 1, 2060, (v) bear interest payable semiannually on dates and at a rate or rates per annum, provided that the net interest cost payable by the County over the life of the Bonds shall not exceed seven percent (7%) per annum, and (vi) be issued as federally tax-exempt obligations or federally taxable obligations, all as determined by the County Auditor or County Administrator, acting alone or together, without further action of the Board in a certificate of award related to the Bonds (the "Certificate of Award"), which determinations shall be conclusive.

The Bonds shall be subject to redemption prior to maturity at the option of the County upon such terms, at such times, if any (but the first optional redemption date shall be not later than June 1, 2031) and at such price or prices (but in any case, not greater than 102% of the principal amount of the Bonds to be redeemed plus accrued interest to the redemption date), as may be determined by the County Auditor in the Certificate of Award without further action of the Board.

If fewer than all of the outstanding Bonds of a single maturity are called for redemption, the selection of Bonds to be redeemed, or portions thereof in amounts equal to the minimum authorized denomination of the Bonds (the "Minimum Authorized Denomination") or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar (as hereinafter defined) in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Bonds when Bonds of denominations greater than the Minimum Authorized Denomination unit or units outstanding, each Minimum Authorized Denomination unit of face value of principal thereof shall be treated as though it were a separate Bond of the denomination equal to the Minimum Authorized Denomination. If one or more, but not all, of such units of face value represented by a Bond are to be called for redemption, then upon notice of redemption of a Minimum Authorized Denomination unit or units, the registered holder of that Bond shall surrender the Bond to the Paying Agent and Registrar (a) for payment of the redemption price for the Minimum Authorized Denomination unit or units of face value called for redemption (including without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Bond or Bonds of the same series, 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.

The notice of 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 Paying Agent and Registrar on behalf of the County by mailing a copy of the redemption notice by certified mail, return receipt requested, at least 30 days prior to the date fixed for redemption, to the registered holder of each Bond subject to redemption in whole or in part at such registered holder's address shown on the Bond registration records on the fifteenth day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond. Notice having been mailed in the manner provided above, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Bonds or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Bonds or portions thereof at the place or places specified in that notice, such Bonds or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

The Bonds shall be designated "County Jail Improvement Bonds, Series 2021" or as otherwise provided in the Certificate of Award.

It is hereby determined by the Board that the issuance of the Bonds provided herein, including without limitation, the redemption provisions set forth above, are in the best interests of the County.

SECTION 3. That the Bonds shall express upon their faces the purpose for which they are issued and that they are issued in pursuance of this resolution. The Bonds shall be in fully registered form without coupons, shall bear the signatures of at least two members of the Board and of the County Auditor (each, an "Authorized Officer"), provided that any or all such signatures may be facsimile signatures, and shall bear the manual authenticating signature of an authorized representative of a bank or trust company designated by the County Auditor in the Certificate of Award without further action of the Board to serve as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Bonds. The principal amount of each Bond shall be payable at the designated office of the Paying Agent and the Registrar and interest thereon shall be made on each interest payment date to the person whose name appears on the record date (May 15 and November 15 for June 1 and December 1 interest, respectively) on the Bond registration records as the registered holder thereof, by check or draft mailed to such registered holder at his address as it appears on such registration records.

The Bonds shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the designated office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. The County and the Paying Agent and Registrar shall not be required to transfer any Bond during the 15-day period preceding any interest payment date or preceding any selection of Bonds to be redeemed, or after such Bond has been selected for partial or complete redemption, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor.

The County and the Paying Agent and Registrar may deem and treat the registered holders of the Bonds as the absolute owners thereof for all purposes, and neither the County nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

SECTION 4. That for the payment of the Bonds and the interest thereon, the full faith, credit, and revenue of the County are hereby irrevocably pledged, and for the purpose of providing the necessary funds to pay the interest on the Bonds promptly when and as the same falls due, and also to provide a fund sufficient to discharge the Bonds at maturity or upon mandatory sinking fund redemption, there shall be and is hereby levied on all the taxable property in the County within applicable limitations, in addition to all other taxes, a direct tax annually during the period the Bonds are to run in an amount sufficient to provide funds to pay interest upon the Bonds as and when the same falls due and also to provide a fund for the discharge of the principal of the Bonds at maturity or upon mandatory sinking fund redemption, which tax shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Constitution of Ohio.

Said tax 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 said years are certified, levied, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof. The Revenues to be applied to debt service on the Bonds and the funds derived from said tax levies hereby required shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the interest on and the principal of the Bonds when and as the same shall fall due; provided, that in each year to the extent that the Revenues or moneys from other sources are available for the payment of debt service on the Bonds and are appropriated for such purpose, the amount of such tax shall be reduced by the amount of the Revenues or such moneys so available and appropriated.

SECTION 5. That the Bonds shall be sold to Robert W. Baird & Co. Incorporated (the "Purchaser") at not less than 97% of the principal amount thereof, plus accrued interest to the date of delivery, as determined by the County Auditor or the County Administrator without further action

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of the Board in the Certificate of Award pursuant to the Purchaser's offer to purchase which such officer is hereby authorized to accept. Such sale may be on a consolidated basis pursuant to Section 133.30(B) of the Ohio Revised Code as described herein. The County Administrator, at least two members of the Board or the County Auditor, or any of them, are hereby separately authorized, alone or with others, to execute and deliver a purchase agreement for the Bonds (the "Purchase Agreement") in such form as may be approved by the officer executing the same, such officer's execution thereof on behalf of the County to be conclusive evidence of such authorization and approval, and to make the necessary arrangements with the Purchaser to establish the date, location, procedure and conditions for the delivery of the Bonds to the Purchaser, to give all appropriate notices and certificates and to take all steps necessary to effect the due execution and delivery of the Bonds pursuant to the provisions of the Purchase Agreement. The proceeds from the sale of the Bonds, except as any premium and accrued interest received, shall be deposited in one or more appropriate funds and used for the purpose aforesaid and for no other purpose and for which purpose such proceeds are hereby appropriated. Any premium and accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal and interest of the Bonds in the manner provided by law.

SECTION 6. That this Board hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, as may be necessary after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder, including any expenditure requirements, investment limitations or rebate requirements. Without limiting the generality of the foregoing, this Board represents and covenants that not more than 10% of the improvements financed with the proceeds of the Bonds shall be used directly or indirectly in the trade or business of any person that is not an "exempt person" within the meaning of the Code. The County Auditor, County Administrator, or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the County on the date of delivery of the Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

The Bonds may be designated or deemed designated as "qualified tax-exempt obligations" to the extent permitted by Section 265(b)(3) of the Code, and if designated, not already deemed so designated as determined by the County Auditor or County Administrator without further action of this Board in the Certificate of Award. If so designated by the County Auditor or County Administrator, the County Auditor or County Administrator shall find and determine that the reasonable anticipated amount of qualified tax-exempt obligations (other than private activity bonds) which will be issued by the County during this calendar year does not and will covenant on behalf of this Board that, during such year, the amount of tax-exempt obligations issued by the County and designated as "qualified tax-exempt obligations" for such purpose will not exceed \$10,000,000. The County Auditor, County Administrator, and other appropriate officers, and any of them, are authorized to take such actions and give such certifications on behalf of the County with respect to the reasonably anticipated amount of tax-exempt obligations to be issued by the County during this calendar year and with respect to such other matters as appropriate under Section 265(b)(3).

SECTION 7. That at least two members of the Board and the County Auditor or the County Administrator are separately hereby authorized, alone or with others, to execute and deliver an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Bonds as a part of the Consolidated Bond Issue in such form as such officer may approve, the execution thereof by such officer to be conclusive evidence of such authorization and approval.

SECTION 8. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a municipal bond insurance policy with respect to the Bonds, and accept a commitment therefor, if the Purchaser should recommend the same, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the premium and expenses relating to any such insurance policy from the proceeds of the Bonds is hereby authorized if the County Auditor or the County Administrator determines in the Certificate of Award that the present value of the interest cost savings on the Bonds resulting from the insurance policy is greater than the premium to be charged for the insurance policy, which determination shall be conclusive.

SECTION 9. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a rating from one or more national rating services with respect to the Bonds, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the Bonds is hereby authorized.

SECTION 10. That the law firm of Dinsmore & Shohl LLP be and is hereby retained as bond counsel to the County to prepare the necessary authorization and related closing documents for the issuance, sale and delivery of the Bonds and, if appropriate, rendering its approving legal opinion in connection therewith in accordance with a written agreement with the County which at least two members of the Board and the County Auditor or the County Administrator are each hereby separately authorized to execute and deliver on behalf of the County, as may be approved by such officers. The approval of such changes by such officers, and that the same are not substantially adverse to the County, shall be conclusively evidenced by the execution of such agreement by such officers. Such law firm shall be compensated by the County for the above services in accordance with such written agreement.

SECTION 11. That the Clerk of the Board is hereby directed to forward a certified copy of this resolution to the County Auditor.

SECTION 12. That it is found and determined that all formal actions of the Board concerning and relating to the adoption of this resolution were adopted 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 the law, including Section 121.22 of the Revised Code of Ohio.

SECTION 13. That this resolution shall take effect immediately upon its adoption.

Q. Jay Stapleton seconded the resolution, and the roll being called upon the question of its adoption, the vote resulted as follows:

Ayes: Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Nays:

ADOPTED: this 18th day of March, 2021.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Prepared by Dinsmore & Shohl LLP

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the Board of County Commissioners of Gallia County, Ohio, on March 18, 2021, and that a copy thereof was certified to the County Auditor.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Date: March 18, 2021

CERTIFICATE AND RECEIPT

The undersigned, County Auditor of Gallia County, Ohio, hereby certifies the filing and acknowledges receipt of a certified copy of the foregoing resolution.

/s/ Larry M. Bate

County Auditor
Gallia County, Ohio

Date: March 18, 2021

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RESOLUTION 6
Consolidating Resolution

ENTERED IN COMMISSIONER'S JOURNAL
NO. 54, PAGE NO. 71

The Board of County Commissioners of Gallia County, Ohio, met in regular session at 9:00 o'clock a.m. on March 18, 2021, at the office of said board of county commissioners, 18 Locust Street, Gallipolis, Ohio, with the following members present:

Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Absent: _____

Q. Jay Stapleton moved the adoption of the following resolution:

RESOLUTION NO. 6

RESOLUTION CONSOLIDATING UP TO FIVE BOND ISSUES OF THE COUNTY OF GALLIA, OHIO INTO A CONSOLIDATED BOND ISSUE, AND ESTABLISHING THE TERMS OF SUCH CONSOLIDATED BOND ISSUE.

WHEREAS, this Board of County Commissioners (sometimes referred to herein as the "Board") of the County of Gallia, Ohio (the "County") has adopted five resolutions authorizing the following general obligation bond issues pursuant to Chapter 133 of the Ohio Revised Code for the purposes indicated: (1) not to exceed \$1,335,000 Sanitary Sewer System Refunding Bonds, Series 2021 for the purpose of refunding bonds in advance of their stated maturity originally issued to pay part of the cost of constructing a sanitary sewer system in the Bidwell-Porter area of the County; (2) not to exceed \$1,030,000 County Building Refunding Bonds, Series 2021A for the purpose of refunding bonds in advance of their stated maturity originally issued to pay part of the cost of constructing a building for the County's board of mental retardation and developmental disabilities; (3) not to exceed \$115,000 Parking Lot Refunding Bonds, Series 2021 for the purpose of refunding bonds in advance of their stated maturity originally issued to pay part of the cost of acquiring the Davis Hall parking lot; (4) not to exceed \$570,000 County Building Refunding Bonds, Series 2021B for the purpose of refunding bonds in advance of their stated maturity originally issued to pay part of the cost of acquiring a building for use by the agencies, departments, boards or commissions of the County and particularly, its Department of Job and Family Services; and (5) not to exceed \$7,155,000 County Jail Improvement Bonds, Series 2021 for the purpose of paying part of the cost of constructing a new county jail and acquiring sites therefor (such bond issues are collectively referred to as the "2021 Series Bonds"); and

WHEREAS, the Board desires to issue and sell two or more of the 2021 Series Bonds on a consolidated basis pursuant to Section 133.30(B) of the Ohio Revised Code and this resolution;

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

SECTION 1. That pursuant to the provisions of Section 133.30(B) of the Ohio Revised Code, two or more of the 2021 Series Bonds, as determined in the Certificate of Award, as hereinafter defined, shall be consolidated into a single bond issue which shall be designated "Various Purpose Bonds, Series 2021" or as otherwise provided in the hereinafter-defined Certificate of Award (such consolidated bonds are hereinafter referred to as the "Consolidated Bonds"). The Consolidated Bonds may be issued in one or more series and the provisions of this Resolution shall apply to each such series.

SECTION 2. That the Consolidated Bonds shall be issued under authority of the general laws of the State of Ohio, particularly Chapter 133 of the Ohio Revised Code. The Consolidated Bonds shall (i) be dated as of the same date as the 2021 Series Bonds included in the Consolidated Bonds, (ii) be in a principal amount equal to the sum of the aggregate principal amounts of such 2021 Series Bonds, (iii) be numbered from R-1 upwards in order of issuance, (iv) be of the denominations of \$5,000 and any integral multiple thereof, provided that each Consolidated Bond shall be of a single maturity, and provided further that one such Consolidated Bond of the first maturity may be of a different denomination as set forth in the Certificate of Award, (v) mature or be subject to mandatory sinking fund redemption on each date such 2021 Series Bonds mature or are subject to mandatory sinking fund redemption in an amount for any given date equal to the sum of the maturity or mandatory sinking fund amounts for such 2021 Series Bonds for such date, and (vi) bear interest payable on each date interest on such 2021 Series Bonds is payable at a rate for each respective maturity equal to the rate of interest on such 2021 Series Bonds for such maturity.

The Consolidated Bonds shall be subject to optional redemption on each date the 2021 Series Bonds included in the Consolidated Bonds are subject to optional redemption in an amount for any given date equal to the sum of the amounts of such 2021 Series Bonds being redeemed on such date upon the same terms, at the same redemption prices, on the same dates and in the same manner as such 2021 Series Bonds.

If fewer than all of the outstanding Consolidated Bonds of a single maturity are called for redemption, the selection of Consolidated Bonds to be redeemed, or portions thereof in amounts of \$5,000 or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar (as hereinafter defined) in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Consolidated Bonds when Consolidated Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of face value of principal thereof shall be treated as though it were a separate Consolidated Bond of the denomination of \$5,000. If one or more, but not all, of such \$5,000 units of face value represented by a Consolidated Bond are to be called for redemption, then upon notice of redemption of a \$5,000 unit or units, the registered holder of that Consolidated Bond shall surrender the Consolidated Bond to the Paying Agent and Registrar (a) for payment of the redemption price for the \$5,000 unit or units of face value called for redemption (including without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Consolidated Bond or Bonds of the same series, 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 Consolidated Bond surrendered.

The notice of call for redemption of Consolidated Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Consolidated 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 Paying Agent and Registrar on behalf of the County by mailing a copy of the redemption notice by certified mail, return receipt requested, at least 30 days prior to the date fixed for redemption, to the registered holder of each Consolidated Bond subject to redemption in whole or in part at such registered holder's address shown on the Consolidated Bond registration records on the fifteenth day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Consolidated Bond, however, shall not affect the validity of the proceedings for the redemption of any Consolidated Bond. Notice having been mailed in the manner provided above, the Consolidated Bonds and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Consolidated Bonds or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Consolidated Bonds or portions thereof at the place or places specified in that notice, such Consolidated Bonds or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

It is hereby determined by the Board that the issuance of the Consolidated Bonds provided herein, including without limitation, the redemption provisions set forth above, are in the best interests of the County and that the maturities and mandatory sinking fund and optional redemption provisions set forth above are consistent with the aggregate of the periodic separate maturities and mandatory sinking fund and optional redemption provisions of the respective resolutions authorizing the 2021 Series Bonds included in the Consolidated Bonds.

SECTION 3. That the Consolidated Bonds shall express upon their faces a summary statement of purposes encompassing the purposes stated in the resolutions authorizing the 2021 Series Bonds included in the Consolidated Bonds and that they are issued in pursuance of this resolution. The Consolidated Bonds shall be in fully registered form without coupons, shall bear the signatures of at least two members of the Board and of the County Auditor, provided that any or all such signatures may be facsimile signatures, and shall bear the manual authenticating signature of an authorized representative of a bank or trust company to be designated by the County Auditor or the County Administrator in the Certificate of Award (as hereinafter defined) without further action of the Board as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Consolidated Bonds. The principal amount of each Consolidated Bond shall be payable at the designated office of the Paying Agent and the Registrar and interest thereon shall be made on each interest payment date to the person whose name appears on the record date (May 15 and November 15 for June 1 and December 1 interest, respectively) on the Consolidated Bond registration records as the registered holder thereof, by check or draft mailed to such registered holder at his address as it appears on such registration records.

The Consolidated Bonds shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the designated office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. The County and the Paying Agent and Registrar shall not be required to transfer any Consolidated Bond during the 15-day period preceding any interest payment date or preceding any selection of Consolidated Bonds to be redeemed, or after such Consolidated Bond has been selected for partial or complete redemption, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer,

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a new Consolidated Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor.

The County and the Paying Agent and Registrar may deem and treat the registered holders of the Consolidated Bonds as the absolute owners thereof for all purposes, and neither the County nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

SECTION 4. That the provisions of the respective resolutions authorizing the 2021 Series Bonds included in the Consolidated Bonds relating to security and sources of payment, federal tax status of such 2021 Series Bonds and of interest payable thereon, are hereby incorporated by reference into this resolution and the Consolidated Bonds.

SECTION 5. That the Consolidated Bonds shall be sold to Robert W. Baird & Co. Incorporated (the "Purchaser") at not less than 97% of the principal amount thereof plus accrued interest to the date of delivery, as determined by the County Auditor or the County Administrator without further action of the Board in a certificate of award (the "Certificate of Award") pursuant to the Purchaser's offer to purchase which such officer is hereby authorized to accept. The County Administrator, at least two members of the Board or the County Auditor, or any of them, are hereby separately authorized, alone or with others, to execute and deliver a purchase agreement for the Consolidated Bonds (the "Purchase Agreement") in such form as may be approved by the officer executing the same, such officer's execution thereof on behalf of the County to be conclusive evidence of such authorization and approval, and to make the necessary arrangements with the Purchaser to establish the date, location, procedure and conditions for the delivery of the Consolidated Bonds to the Purchaser, to give all appropriate notices and certificates and to take all steps necessary to effect the due execution and delivery of the Consolidated Bonds pursuant to the provisions of the Purchase Agreement. The proceeds from the sale of the Consolidated Bonds, except as any premium and accrued interest received, shall be apportioned, deposited and credited in accordance with Section 133.32 of the Ohio Revised Code to the respective purposes and funds in accordance with the amount of each issue of 2021 Series Bonds included in the Consolidated Bonds and for which purposes such proceeds are hereby appropriated. Any premium and accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal and interest of the Consolidated Bonds in the manner provided by law.

SECTION 6. That at least two members of the Board, the County Auditor or the County Administrator are separately hereby authorized, alone or with others, to prepare and distribute to prospective purchasers of the Consolidated Bonds and other interested parties, a preliminary official statement with respect to the Consolidated Bonds on behalf of the County, which shall be in substantially the form heretofore submitted to the Board with such changes thereto as such officials may approve, and which shall be deemed final for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1) except for certain information excluded therefrom in accordance with such Rule and which will be provided in the final official statement. At least two members of the Board and the County Auditor or the County Administrator are hereby separately authorized, alone or with others, to prepare, execute and deliver a final official statement with respect to the Consolidated Bonds on behalf of the County, which shall be in such form as the officials signing the same may approve, and which shall be deemed to be final for purposes of Securities and Exchange Commission Rule 15c2-12(b)(3), their execution thereof on behalf of the County to be conclusive evidence of such authorization and approval, and copies thereof are hereby authorized to be prepared and furnished to the purchaser of the Consolidated Bonds for distribution to prospective purchasers of the Consolidated Bonds and other interested persons.

The County hereby covenants and agrees that it will execute, comply with and carry out all of the provisions of a continuing disclosure certificate dated the date of issuance and delivery of the Consolidated Bonds (the "Continuing Disclosure Certificate") in connection with the issuance of the Consolidated Bonds. Failure to comply with any such provisions of the Continuing Disclosure Certificate shall not constitute a default on the Consolidated Bonds; however, any holder of the Consolidated Bonds may take such action as may be necessary and appropriate, including seeking specific performance, to cause the County to comply with its obligations under this paragraph and the Continuing Disclosure Certificate.

SECTION 7. That the law firm of Dinsmore & Shohl LLP be and is hereby retained as bond counsel to the County to prepare the necessary authorization and related closing documents for the issuance, sale and delivery of the Consolidated Bonds and, if appropriate, rendering its approving legal opinion in connection therewith in accordance with a written agreement with the County which at least two members of the Board and the County Auditor or the County Administrator are each hereby separately authorized to execute and deliver on behalf of the County, as may be approved by such officers. The approval of such changes by such officers, and that the same are not substantially adverse to the County, shall be conclusively evidenced by the execution of such agreement by such officers. Such law firm shall be compensated by the County for the above services in accordance with such written agreement.

SECTION 8. That at least two members of the Board, the County Auditor or the County Administrator are hereby separately authorized, alone or with others, to execute and deliver an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Consolidated Bonds in such form as such officers may approve, the execution thereof by such officer to be conclusive evidence of such authorization and approval.

SECTION 9. That all the Prior Bonds, as defined in each Series 2021 Bond Resolution, or such lesser amount as may be specified in the Certificate of Award, shall be and hereby are ordered called for optional redemption as provided in their respective Series 2021 Bond Resolution.

SECTION 10. That 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 Consolidated Bonds may be transferred only through a book entry, and (ii) physical Consolidated Bond certificates in fully registered form are issued only to the Depository or its nominee as registered owner, with the Consolidated Bonds "immobilized" to the custody of the Depository, and the book entry maintained by others than the County is the record that identifies the owners of beneficial interests in those Consolidated Bonds and that principal and interest.

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

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

All or any portion of the Consolidated Bonds may be initially issued to a Depository for use in a book entry system, and the provisions of this Section shall apply to such Consolidated Bonds, notwithstanding any other provision of this Resolution. If and as long as a book entry system is utilized with respect to any of such Consolidated Bonds: (i) each Consolidated Bond shall be of a single maturity; (ii) those Consolidated 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 of Consolidated Bonds in book entry form shall have no right to receive Consolidated Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Consolidated Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (v) the Consolidated 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. Debt service charges on Consolidated Bonds in book entry form registered in the name of a Depository or its nominee shall be payable in the manner provided in the County's agreement with the Depository 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 Consolidated Bonds as provided in this Resolution.

The Paying Agent and Registrar may, with the approval of the County, enter into an agreement with the beneficial owner or registered owner of any Consolidated Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Consolidated 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 in this Resolution, without prior presentation or surrender of the Consolidated Bond, upon any conditions which shall be satisfactory to the Paying Agent and Registrar and to the County. That payment in any event shall be made to the person who is the registered owner of that Consolidated 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 Paying Agent and Registrar shall furnish a copy of each of those agreements, certified to be correct by the Paying Agent and Registrar, to any other paying agents for the Consolidated 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.

The County Auditor or the County Administrator is authorized and directed without further action of the Board to execute, acknowledge and deliver, in the name of and on behalf of the County, a blanket letter agreement between the County and The Depository Trust Company, as Depository, to be delivered in connection with the issuance of the Consolidated Bonds to the Depository for use in a book entry system, and to take all other actions the County Auditor or the County Administrator deems appropriate in issuing the Consolidated Bonds under a book entry system.

MARCH 18, 2021

If any Depository determines not to continue to act as Depository for the Consolidated Bonds for use in a book entry system, the County and the Paying Agent and Registrar may attempt to establish a securities depository/book entry relationship with another qualified Depository under this Resolution. If the County and the Paying Agent and Registrar do not or are unable to do so, the County and the Paying Agent and Registrar, after the Paying Agent and Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Consolidated Bonds from the Depository and authenticate and deliver Consolidated 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 definitive Consolidated Bonds), if the event is not the result of action or inaction by the County or the Paying Agent and Registrar, of those persons requesting such issuance.

SECTION 11. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a municipal bond insurance policy with respect to the Consolidated Bonds, and accept a commitment therefor, if the Purchaser should recommend the same, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the premium and expenses relating to any such insurance policy from the proceeds of the Consolidated Bonds is hereby authorized if the County Auditor or the County Administrator determines in the Certificate of Award that the present value of the interest cost savings on the Consolidated Bonds resulting from the insurance policy is greater than the premium to be charged for the insurance policy, which determination shall be conclusive.

SECTION 12. That the members of the Board, the County Auditor, the County Administrator or any other officer, employee or agent of the County, are each hereby separately authorized, alone or with others to apply for a rating from one or more national rating services with respect to the Consolidated Bonds, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the Consolidated Bonds is hereby authorized.

SECTION 13. That the Clerk of the Board is hereby directed to forward a certified copy of this resolution to the County Auditor.

SECTION 14. That it is found and determined that all formal actions of the Board concerning and relating to the adoption of this resolution were adopted 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 the law, including Section 121.22 of the Revised Code of Ohio.

SECTION 15. That this resolution shall take effect immediately upon its adoption.

M. Eugene Greene seconded the resolution, and the roll being called upon the question of its adoption, the vote resulted as follows:

Ayes: Harold G. Montgomery, President M. Eugene Greene, Vice President Q. Jay Stapleton, Commissioner

Nays:

ADOPTED: this 18th day of March, 2021.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Prepared by Dinsmore & Shohl LLP

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the Board of County Commissioners of Gallia County, Ohio, on March 18, 2021, and that a copy thereof was certified to the County Auditor.

/s/ Anette L. Brown

Clerk, Board of County Commissioners,
Gallia County, Ohio

Date: March 18, 2021

CERTIFICATE AND RECEIPT

The undersigned, County Auditor of Gallia County, Ohio, hereby certifies the filing and acknowledges receipt of a certified copy of the foregoing resolution.

/s/ Larry M. Betz

County Auditor
Gallia County, Ohio

Date: March 18, 2021

EXECUTIVE SESSION – DJFS – PERSONNEL

At 10:07 a.m. the president entertained a motion to enter into executive session with JFS Director Dana Glassburn to consider employment of public employees. Q. Jay Stapleton moved and M. Eugene Greene seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea. Returned to regular session at 10:30 a.m.; no action taken.

EXECUTIVE SESSION – BOARD OF REVISIONS - LEGAL

At 10:31 a.m. the President entertained a motion to enter into executive session with Assistant Prosecutor Randy Dupree, Treasurer Steve McGhee and Auditor Larry M. Betz to discuss legal matters. M. Eugene Greene moved and Q. Jay Stapleton seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea. Returned to regular session at 10:38 a.m.; no action taken.

BOARD OF REVISIONS

M. Eugene Greene moved in pursuant to ORC 305.14 to approve the employment of outside legal counsel and apply for authorization to Gallia County Common Pleas Judge Margaret Evans. Harold G. Montgomery seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, abstain.

EMPLOYEES– DJFS – NEW HIRE

JFS Director Dana Glassburn recommended the following new hire with effective date to be determined by the Director upon successful completion of preliminary employment screening processes which include the passage of all required pre-employment screenings. Shana Davis – Child Protective Services Case Manage 2, Classification number 34136; Position control #50007.0. Q. Jay Stapleton moved to approve the new hire with recommendation of the DJFS Director and M. Eugene Greene seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea

MARCH 18, 2021

2021 MATERIAL AND SERVICES CONTRACTS

The County Engineer submitted the 2021 general road work and dust control contract Village of Cheshire. The President entertained a motion to approve the submitted contracts, Q. Jay Stapleton made and M. Eugene Greene seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.

The contract is as follows:

THIS CONTRACT AND AGREEMENT, MADE AND CONCLUDED IN GALLIPOLIS, OHIO, THIS 18th DAY OF MARCH, 2021 BY AND BETWEEN THE BOARD OF COUNTY COMMISSIONERS OF GALLIA COUNTY, OHIO, HEREINTO AFTER CALLED THE FIRST PARTY, AND VILLAGE OF CHESHIRE HEREINTO AFTER CALLED THE SECOND PARTY.

WITNESSTH:

WHEREAS, THE SECOND PARTY IS DESIROUS OF HAVING CERTAIN STREETS AND ROADS WITHIN ITS TERRITORY CONSTRUCTED, RELOCATED, REPAIRED, OR IMPROVED, AND ANY OTHER WORK REQUIRED OF THE FIRST PARTY, AS FOLLOWS:

GENERAL ROAD WORK AND DUST CONTROL.

WHEREAS, THE SECOND PARTY DOES NOT HAVE THE NECESSARY EQUIPMENT AND/OR PERSONNEL TO PERFORM THE WORK AFORESAID AND DOES DESIRE TO HAVE SAID WORK PERFORMED BY THE FIRST PARTY, THROUGH THE GALLIA COUNTY ENGINEER BRETT BOOTHE AND HIGHWAY DEPARTMENT OF SAID COUNTY; AND VILLAGE OF CHESHIRE.

WHEREAS, THE ENGINEER'S OFFICE AND THE EMPLOYEES OF SAID GALLIA COUNTY HIGHWAY DEPARTMENT MAY BE AVAILABLE ON SATURDAYS AND OTHER DAYS OF EACH WEEK (PROVIDING IT DOES NOT INTERFERE WITH OVERALL MAINTENANCE OF COUNTY HIGHWAY SYSTEM AND EMPLOYEES ARE AVAILABLE) TO PERFORM WORK AND LABOR FOR, AND ON BEHALF OF, OTHER POLITICAL SUB-DIVISIONS WITHIN THE COUNTY.

WHEREAS, THE SECOND PARTY AGREES TO THE GALLIA COUNTY ENGINEER'S "PAYMENT OF MATERIAL AND SERVICES POLICY".

NOW THEREFORE, THE FIRST PARTY IS WILLING TO FURNISH THE NECESSARY EQUIPMENT AND LABOR, AND TO PERFORM THE WORK AFORESAID, AS A CHARGE TO THE SECOND PARTY FOR THE USE OF SAID EQUIPMENT, MATERIALS, AND LABOR. ALL LABOR, MATERIALS USED, AND FRINGE BENEFIT RATES WILL BE CHARGED AT THE CURRENT COUNTY RATES. EQUIPMENT WILL BE CHARGED AT THE "GALLIA COUNTY ENGINEER'S 2021 EQUIPMENT RATES".

WHEREAS, THE SECOND PARTY IS DESIROUS OF MATERIAL PURCHASES FROM THE ENGINEER'S OFFICE AND HIGHWAY DEPARTMENT FOR THEIR USE.

WHEREAS, MATERIAL PRICES ARE SUBJECT TO CHANGE WITHOUT NOTICE BY THE ENGINEER'S OFFICE AND HIGHWAY DEPARTMENT.

WHERE, THE SECOND PARTY AGREES TO THE GALLIA COUNTY ENGINEER "PAYMENT OF MATERIAL AND SERVICES POLICY".

THEREFORE, BE IT RESOLVED, THE FIRST PARTY IS WILLING TO FURNISH MATERIAL WITH LOADING AT COUNTY COST AS A CHARGE TO THE SECOND PARTY.

THE SECOND PARTY AGREES, DOES COVENANT, TO SAVE HARMLESS THE FIRST PARTY FROM ANY AND ALL LOSS AND RESPONSIBILITY FOR ANY DAMAGES AND/OR FOR INJURY TO PERSONS, PROPERTY, OR OTHERWISE, ARISING FROM THE USE OF THIS EQUIPMENT PERFORMANT OF THE WORK AND LABOR UNDER THIS AGREEMENT.

THE FIRST PARTY AGREES THAT THE WORK SHALL BE DONE UNDER THE SUPERVISION OF THE GALLIA COUNTY ENGINEER OR PERSONS DESIGNATED BY HIM.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE SET THEIR HANDS TO DUPLICATES HEREOF THE 18TH DAY OF MARCH, 2021 (original contract on file in the engineer's office and copies at the Gallia County Commissioners office)

SIGNED IN THE PRESENCE OF:
(AS TO FIRST PARTY
/ Anette L. Brown, Clerk

THE BOARD OF COUNTY COMMISSIONERS
OF GALLIA COUNTY, OHIO 3/11/2021
/ Harold G. Montgomery, President
/ M. Eugene Greene, Vice President
/ Q. Jay Stapleton, Commissioner

BID OPENING – GAL–CR VAR PM–FY2021

The Engineer noted the GAL – CR VAR – PM – FY 2021 project is being funded 100% HSIP and the project cost estimate is \$264,492.20. The project is for multiple roads in multiple Townships. At 11:00 a.m. President Montgomery opened the following bid for the County Engineer Project (noting received only one bid):

Company	Total Bid
Griffin Pavement Striping, LLC	\$413,382.50

The bid was turned over to the county engineer for review and recommendation. The following were in attendance: Olivia Johnson; Vera Johnson and Brett Boothe, Gallia County engineer office.

BID AWARD – GAL – CR VAR – RESURF – FY2021

Commissioners were in receipt of the following recommendation and contract. The President entertained a motion to award the bid and sign the contract as recommended by the Engineer. Q. Jay Stapleton moved and M. Eugene Greene seconded the motion. Roll calls: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.

March 18, 2021

Gallia County Commissioners
18 Locust Street, Room 1292
Gallipolis, OH 45631

Dear Commissioners,

I have reviewed the proposals for the "GAL- CR VAR RESURF- FY2021" project.

The lowest bid was received from The Shelly Company. The bid is responsive and less than the engineer's estimate. The contractor meets all specifications and is qualified to perform the work.

Therefore, it is my recommendation that the above-named project be awarded to The Shelly Company.

Sincerely,
/ Brett A. Boothe, P.E., P.S.
Gallia County Engineer

MARCH 18, 2021

CONTRACT

THIS AGREEMENT, made and entered into this 18th day of March, 2021 by and between the Board of County Commissioners of Gallia County, Ohio acting by and through Gallia County Commissioners President, hereinafter designated the Owner, and Shelly Company, of the City of Thornville, County of Perry, and the State of Ohio hereinafter designated the Contractor:

WITNESSETH, that the parties to these present, each in consideration of the undertakings, promises and agreements on the part of the other herein contained, have undertaken, promised and agreed and do hereby undertake, promise and agree, the owner for itself, its successors and assigns,

and the contractor for itself and its heirs, executors, administrators, successors and assigns, as follows:

That the contractor, in consideration of the sums of money herein specified to be paid by said owner to said contractor, shall and will at their own cost and expense, furnish all labor, materials and equipment necessary to complete the entire project in accordance with the Proposal submitted on March 11, 2021 and in accordance with the Specifications, General Provisions and Drawings, together with Advertisement, Information for Bidders, Proposal and Bonds are hereby made a part of this Agreement, and incorporated by reference herein, all of said work to be fully completed to the satisfaction of the Engineer and to the acceptance of the Board of County Commissioners, Gallia County, Ohio.

Attest: Contractor: Shelly Company By s/ Trevor Small

Board of Commissioners, Gallia County, Ohio By s/ Harold G. Montgomery, President
s/ M. Eugene Greene, Vice President
s/ Q. Jay Stapleton, Commissioner

BID AWARD – GAL – WNF – ROAD RESTRUCTURING PROJECT

The County Engineer Brett Boothe noted the he was waiting on ODOT approval before he will recommend the GAL – WNF – Road Restructuring Project. No action taken.

JAIL PROJECT – KICKOFF MEETING

At 1:00 pm the following met in the 2nd floor meeting room with the Gallia County Commissioners: Granger Construction representatives Jamie Brundrett, Stacy Sleeper, Don Moore and Matt Bauer; DLZ Architect representatives Greg Galieti and David Evans; Sheriff Matthew D. Champiin and Lieutenant Chris Gruber jail administrator; Maintenance Superintendent Tom Halfhill; County Administrator Melissa Clark; Anette L. Brown, Clerk; Prosecutor Jason D. Holdren; and Treasurer Steven McGhee for the Owner, Architect, Construction Manager Kickoff meeting.

Granger Construction Company Sr. Project Manager, Jamie Brundrett layout Granger's plan for mobilizing and breaking ground on the Gallia County Jail. Mr. Brundrett reviewed mutual expectations, understanding of individual responsibilities, schedule and budget overview, project reporting and communications. It was agreed to meet with the Commissioners/Owners every two weeks to give updates and address concerns in the 2nd floor meeting room in the Courthouse. No action taken.

***2:30 pm – Commissioners traveled to Wellston, Ohio for the GJMV Solid Waste District meeting.**

ADJOURN

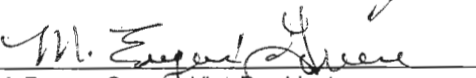
At 6:00 p.m. the President entertained a motion for adjournment. M. Eugene Greene moved and Q. Jay Stapleton seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.



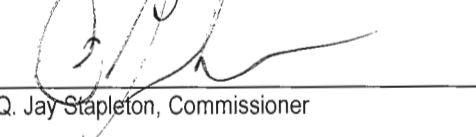
Harold G. Montgomery, President



Anette L. Brown, Clerk



M. Eugene Greene, Vice President



Q. Jay Stapleton, Commissioner

CASTO & HARRIS, INC. RE-ORDER NO. 21488-20

**TRANSFERS/APPROPRIATIONS
March 25, 2021**

APPROPRIATIONS			
DEPARTMENT	AMOUNT	TO	FUND#
Unclaimed	\$1,125.28	Other Exp	215.0215.531100
County General	\$132.85	Def of Indigent	001.1203.535800
County General	\$385.00	Def of Indigent	001.1203.535800

TRANSFERS			
DEPARTMENT	AMOUNT	FROM	TO
Computer - Clk of Cts	\$7,500.00	042.0042.530400	042.0042.530700
Commisioners	\$2,000.00	001.0101.536800	001.0101.531100
Ch- Jail	\$2,000.00	001.0401.536800	001.0401.531100
D&K	\$2,000.00	005.0005.536800	005.0005.510201
Auditor	\$1,004.33	001.0102.530800	001.0102.536700
Auditor	\$390.67	001.0102.530800	001.0102.536800

**COMMON PLEAS COURT OHIO Department of Rehabilitation & Correction
GRANT AWARD & APPROPRIATION APPROVAL**

Michael Smith submitted the Common Pleas Court, The Office of Criminal Justice Services grant award for Coronavirus Emergency Supplemental Grant for approval and to request the County Auditor's Office to create a new fund for this grant titled "**Courtview E-filing Upgrade**", give that grant fund number **382**, and to appropriate the \$94,145.00 award into line items as follows:

Appropriate \$94,145.00 into 382.0382.530400 title Equipment

Also, request the County Auditor's Office to create the following revenue line items:

Create 382.3000.400100 Courtview E-filing Upgrade (\$94,145.00)

NEW FUND IV-E Prosecutor

The Prosecutor's Office presented the Commission with IV- E Contract with Job And Family Services for approve and accept the contract agreement, and to request the County Auditor's Office to create a new fund for this contract titled Title IV-E Prosecutor, give that grant fund number 126, and to appropriate the \$30,000.00 grant into line items as follows:

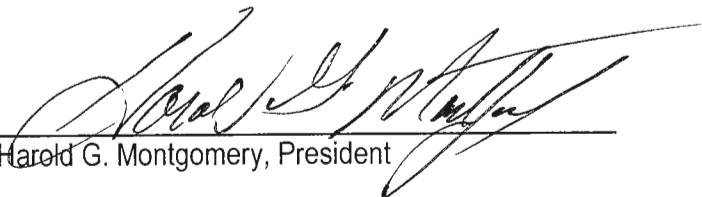
Expense line items needed are as follows:

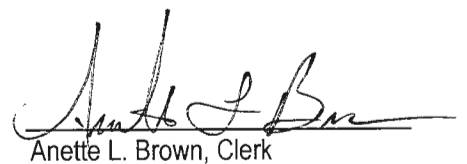
- Appropriate \$25,000.00 126.0126.510200 Salaries
- Appropriate \$710.00 126.0126.531100 Other Exp
- Appropriate \$3,500.00 126.0126.536400 PERS
- Appropriate \$420.00 126.0126.536500 Workers Comp
- Appropriate \$370.00 126.0126.536600 Medicare

Also, create one revenue line item for grant funds pay-ins as follows:

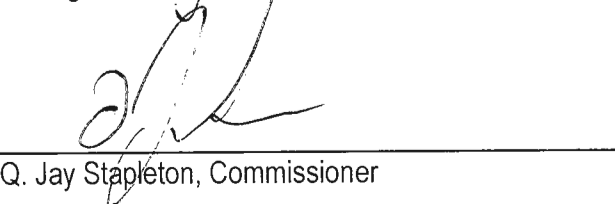
- Create 126.4000.400100 \$0 Fees-Prosecutor
- Create 126.8000.400100 \$0 Advance In

The President entertained a motion to approve the appropriations, transfers and to create new funds as submitted. Q. Jay Stapleton made and M. Eugene Greene seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Greene, yea; Mr. Stapleton, yea.


Harold G. Montgomery, President


Anette L. Brown, Clerk


M. Eugene Greene, Vice President


Q. Jay Stapleton, Commissioner