DECEMBER 3, 2015

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 Brent Saunders. Roll Call: President Brent Saunders, present; Vice President Harold G. Montgomery, present; Commissioner David K. Smith, present.

The President entertained a motion for approval of the November 24, 2015 minutes. David K. Smith made and Harold G. Montgomery seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Smith, yea; Mr. Saunders, yea.

TRAVEL REQUESTS				
DEPARTMENT	NAME	DATE	TO	RE:
EMS	Larry Boyer	12/8	Columbus, Ohio	Loss Control Meeting
Commissioners	Brent Saunders, Harold G. Montgomery David K. Smith	12/10	Wellston, Ohio	GJMV Solid Waste

The President entertained a motion to approve travel requests as submitted. Harold G. Montgomery made and David K. Smith seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Smith, yea; Mr. Saunders, yea.

2015 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
11/29	13	2	0	0	15	0	0	0	17	12	0	0	0	1

EXECUTIVE SESSION - SHERIFF

At 9:12 a.m. the President entertained a motion to enter into executive session with Sheriff Joe Browning and David Riepenhoff to discuss a contracts, Roll call: Mr. Montgomery, yea; Mr. Smith, yea; Mr. Saunders, yea. Returned to regular session at 9:27 a.m.; no action taken.

HEALTH INCENTIVE RESOLUTION

The President entertained a motion to adopt the following resolution for health incentives to county employees that obtain health insurance from another source outside the county policy. Harold G. Montgomery made and David K. Smith seconded the motion; Roll call: Mr. Montgomery, yea; Mr. Smith, yea; Mr. Saunders, yea.

WHEREAS, the Gallia County Commissioners find that certain County Employees are able to obtain Health/Hospital Insurance from another source outside the County; and

WHEREAS, the Gallia County Commissioners further find, if any employee obtains insurance from an outside source it would be a financial benefit to Gallia County; and

WHEREAS, the Gallia County Commissioners agree to offer a cash incentive up to *Two Thousand Dollars ($2,000.00) to employees who obtain Health/Hospital Insurance from another source outside the County, and are not receiving benefits from any County Health Insurance Program in any way (i.e., via Medical, Vision and/or Dental Health Insurance Coverage); and

WHEREAS, the Gallia County Commissioners further find that this resolution can only be superseded by **Union Contract Agreements** and **departments governed by their own respective boards** and is subject to the ***amounts specified by those boards and respective collective bargaining agreements.**

NOW, THEREFORE, BE IT RESOLVED that any employee of a department for Gallia County that receives its funding from the **County General Fund** shall receive up to Two Thousand Dollars *($2,000.00) cash incentive (prorated if less than a year) on the last payday of November.

BE IT FURTHER RESOLVED, that any employee who obtains Health/Hospital Insurance from an outside source, and is not receiving benefits from any County Health Insurance Program in any way (i.e., via Medical, Vision and/or Dental Health Insurance Coverage), must sign a release stating that they have obtained Health/Hospital insurance from an outside source and agree to dismiss Gallia County from its obligation to provide said insurance.

BE IT FURTHER RESOLVED that, if, for any reason, any employee's outside insurance is terminated during 2016, the County will re-admit the employee to the County Plan, based upon the County's insurance company's approval and the employee will receive the cash incentive on a pro rata basis.

This resolution shall take effect upon its signing this 3rd. day of December 2015.

GALLIA COUNTY COMMISSIONERS
s/ *Brent Saunders,* President
s/ *Harold G. Montgomery*, Vice President
s/ *David K. Smith,* Commissioners

MCCORMICK ROAD SLIP REPAIR AND RESURFACING - BID AWARD

Commissioners were in receipt of the following recommendation and contract:

December 3, 2015

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

Dear Commissioners,

I have reviewed the proposals for the McCormick Road Slip Repair and Resurfacing GAL-CR 6- 0.00 project.

The lowest bid was received from Alan Stone Company. The bid is responsive, and within 10% of 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 Alan Stone Company.

Sincerely,
s/ Jennifer Brown
Jennifer Brown, P.E.
Assistant Engineer

CONTRACT

This agreement, made and entered into this 20th. day of November, 2015, by and between the Board of County Commissioners of Gallia County, Ohio acting by and through Brent Saunders, President, hereinafter designated the Owner, and Alan Stone Co., Inc. of the City of Cutler, County of Washington and 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, promise and agreed and do hereby undertake, promise and agree, the owner for itself, its successors and assigns,

and the contractor for themselves and their heirs, executors, administrators, successors and assigns, as follow:

That the contractor, in consideration of sums of money herein specified to be paid by said owner to said contractor, shall and will at Alan Stone Co. Inc's own cost and expense, furnish all labor, materials and equipment necessary to complete the entire project in accordance with the Proposal submitted on November 2, 2015 and in accordance with the Specifications, General Provisions and Special Provisions and the Drawings therein mentioned which Specifications, General Provisions, Special 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 Alan Stone Co., Inc. By s/Claudia Staley, President of Alan Stone Company

Gallia County Commissioners
s/ Brent Saunders
s/ Harold G. Montgomery
s/ David K. Smith

The President entertained a motion to award the bid and sign the contract as recommended. David K. Smith made and Harold G. Montgomery seconded the motion upon the recommendation of Assistant Engineer Jennifer Brown. Roll call: Mr. Montgomery, yea; Mr. Smith, yea; Mr. Saunders, yea.

MUNICIPAL COURT – 2016 BUDGET REVIEW

Judge, Margret Evans meet the commissioners to discuss the 2016 Budget.

911 – 2016 BUDGET REVIEW

Sherry Daines meet the commissioners to discuss the 2016 Budget.

FAA GRANT 2015 DRAW #4 APPROVAL
GALLIA-MEIGS REGIONAL AIRPORT PROJECT

Commission received from Delta Airport Consultants the FAA grant 2015 draw #4 forms requesting $66,880.00 from the County's FAA grant for the 90% share of the following invoices:

- Shelly Company Inv # 2 - $74,311.20
- Total = $74,311.20
- 90% FAA grant = $66,880.00
- 10% local match = $7,431.20

Brent Saunders entertained a motion to approve and sign the grant draw #4 forms for payment of engineering invoices as presented. Harold G. Montgomery moved and David K. Smith seconded this motion. Upon roll call votes were as follows: Brent Saunders, yea; Harold Montgomery, yea; David Smith, yea.

OWDA SEWER CONSTRUCTION LOAN APPROPRIATION APPROVAL

Commission President David Smith entertained a motion to approve the grant & loan agreement with OWDA for construction of Green Sewer Phase 1 project and to request the County Auditor's Office to create a new fund for this grant titled **"Green Sewer 1 Constr-OWDA Grant/Loan"**, give that grant fund number **342**. The funds will be appropriated by way of the 2016 Annual Appropriation Resolution as $1,568,730 loan & $250,000 grant funding into line items as follows:

Appropriate	$1,568,730	into	342.0342.531100	title	OWDA Loan Green Sewer 1
Appropriate	$250,000	into	342.0342.531101	title	OWDA Grant Green Sewer 1

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

Create	342.3000.400100	OWDA Loan Revenue (estimated revenue $1,568,730)
Create	342.3000.400101	OWDA Grant Revenue (estimated revenue $250,000)

David K. Smith moved and Harold G. Montgomery seconded this motion. Upon roll call votes were as follows: David K. Smith, yea; Brent Saunders, yea; Harold Montgomery.

MEMO ENTRY – REVENUE/EXPENSE OWDA LOAN – GREEN 1 CONST-OWDA GRT/LOAN

County Administrator Karen Sprague advised the Commission that OWDA takes their loan fee for this new loan directly from the loan therefore the County Auditor will need to complete memo revenue and expense entries so the fund will balance with amounts noted by OWDA:

- Memo payin in the amount of $5,471.00 into 342.3000.400100 from OWDA Loan # 7150
- Memo expense in the amount of $5,471.00 from 342.0342.531100 to OWDA vendor # 7189 for invoice dated 11/3/15

NOVEMBER 2015 FINANCIAL REPORT REVIEW

County Administrator Karen Sprague presented the Commission with:

- The November 2015 Financial Reports for comparison with the November 2014 Financial Reports. The following was noted during the review:
  - 1/1/2014 beginning cash balance was $983,581.01
  - 1/1/2015 beginning cash balance was $956,487.70
  - Difference of ($27,093.31)
  - 11/30/2014 ending cash balance was $1,021,525.29
  - 11/30/2015 ending cash balance was $1,586,624.84
  - Difference of $565,099.55
  - 23rd & 24th & 25th & 26th Amended Certificate of Estimated Resources
  - Revised Sales Tax Report for November 2015

DJFS– 2016 BUDGET REVIEW

Director Dana Glassburn meet the commissioners to discuss the 2016 Budget.

CLERK OF COURTS – 2016 BUDGET REVIEW

Noreen Saunders meet the commissioners to discuss the 2016 Budget.

NEW SERENITY HOUSE DIRECTOR

County Administrator Karen Sprague introduced Marissa Metz as the new Serenity House Director to the commissioners.

GREEN SEWER PHASE 1 LOAN CLOSING

The Board of County Commissioners of the County of Gallia, Ohio, met in regular session at 10:45 o'clock am., on December 3, 2015, at Gallia County Court House, Gallipolis, Ohio with the following members present:

Brent Saunders, President   Harold G. Montgomery, Vice President   David K. Smith, Commissioners

David K. Smith moved the adoption of the following resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF $3,089,000 SANITARY SEWER SYSTEM REVENUE BONDS, SERIES 2015 OF THE COUNTY OF GALLIA, OHIO FOR THE PURPOSE OF RETIRING AN INTERIM LOAN PREVIOUSLY INCURRED TO PAY PART OF THE COSTS OF CONSTRUCTING IMPROVEMENTS TO THE COUNTY'S SANITARY SEWER COLLECTION SYSTEM IN PORTIONS OF GREEN AND GALLIPOLIS TOWNSHIPS IN THE COUNTY LOCATED IN THE GREEN SANITARY SEWER DISTRICT AND PAYING ADDITIONAL COSTS OF SUCH IMPROVEMENTS; PRESCRIBING THE FORM OF SUCH BONDS; PROVIDING FOR THE COLLECTION OF SUFFICIENT REVENUES TO PAY THE COSTS OF OPERATING AND MAINTAINING SUCH SYSTEM, AN ADEQUATE RESERVE FUND AND THE PAYMENT OF SUCH BONDS, PROVIDING FOR THE SECURITY AND THE PAYMENT OF SUCH BONDS AND ANY ADDITIONAL BONDS ISSUED ON A PARITY THEREWITH; AND PROVIDING FOR THE SEGREGATION AND DISTRIBUTION OF REVENUES OF SUCH SYSTEM AND THE RIGHTS OF THE OWNERS OF SUCH BONDS.

WHEREAS, the County of Gallia, Ohio (the "Issuer") has heretofore established a sanitary sewer district known as the Green Sanitary Sewer District (the "District"), and has heretofore proposed the acquisition and construction of a sanitary sewer collection system in portions of Green and Gallipolis Townships in the County located in the District (which system, along with any enlargements and extensions thereof is referred to herein as the "System"); and

WHEREAS, the Issuer has established sewer rates, charges and rents to be charged to and collected from all persons whose premises are served by a connection to the System (such rates, charges and rents, as amended from time to time, and all other revenues derived from the Issuer's ownership or operation of the System and from all services, properties and facilities of the System, or otherwise arising out of operation of the System, whether or not recurring, are collectively referred to herein as the "Revenues"); and

WHEREAS, the Revenues are designed and intended to provide a surplus, after the payment of costs of operating and maintaining the System, for the payment of principal of and interest on obligations incurred and to be incurred in connection with the System (including the Sanitary Sewer System Revenue Bonds authorized hereby) and the provision of adequate reserves; and

WHEREAS, the Board of County Commissioners of the Issuer (the "Board") has heretofore determined the necessity of acquiring and constructing improvements to the System known as the Green Sanitary Sewer Collection System Phase I Project (collectively, the "Project") for the purpose of preserving and promoting the public health and welfare, in accordance with plans and designs which have been accepted and approved by the Board and are now on file in the office of the Board and open for public inspection; and

WHEREAS, the Board has determined to finance the Project in part by (i) grants in the amounts of $3,335,000, $250,000, $353,000 and $400,000 (collectively, the "Project Grants") from the United States of America, acting through the Rural Utilities Service, United States Department of Agriculture (the "Government"), the Appalachian Regional Commission and the Ohio Public Works Commission, respectively, (ii) a loan from a loan from the Ohio Water Development Authority (the "OWDA") in an amount not to exceed $1,818,730 (the "OWDA Construction Loan"), and (iii) by a loan from the Government, which loan is to be in the form of Sanitary Sewer System Revenue Bonds of the Issuer in the aggregate amount of not to exceed $3,089,000 (the "Government Loan"), which bonds are to be secured by a first pledge of and lien on the Revenues as described herein; and

WHEREAS, in anticipation of the receipt of the Government Loan, the Issuer has obtained loans from the OWDA, the proceeds of which were used to finance part of the costs of the Project on an interim basis (collectively, the "Interim Loan"), and the Issuer desires to issue such revenue bonds to retire the Interim Loan; and

WHEREAS, the County Auditor, as fiscal officer of the County, has heretofore certified to this Board that the estimated that the life of the improvements comprising the hereinafter-defined Project is at least five (5) years, and that the maximum maturity of the bonds issued therefor is forty (40) years; and

WHEREAS, this Board finds all conditions precedent to the issuance and sale of the herein-authorized Sanitary Sewer System Revenue Bonds have been met or can be met prior to the closing of such bond issue;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners (the "Board") of the County of Gallia, Ohio, that:

SECTION 1. It is necessary to issue and sell $3,089,000 of Sanitary Sewer System Revenue Bonds of the Issuer (the "Series 2015 Bonds") pursuant to Chapters 133 and 6117 of the Ohio Revised Code (together, the "Act"), and particularly Section 133.08 thereof, for the purpose of retiring the Interim Loan and paying additional costs of the Project. The Series 2015 Bonds shall be issued as a single series of Bonds in the principal amount of $3,089,000, numbered from R-1 upward in order of issuance, maturing in installments on or before forty (40) years from the date of such Bonds. With the Government purchasing all of the Series 2015 Bonds, the Series 2015 Bonds shall be initially issued as a single Bond in the denomination of $3,089,000, registered as to both principal and interest in the name of "United States of America, acting through the Rural Utilities Service, United States Department of Agriculture" or as otherwise directed by the Government. The Series 2015 Bonds shall be substantially in the form of Exhibit A attached hereto and incorporated herein by reference, shall be designated "Sanitary Sewer System Revenue Bonds, Series 2015". The outstanding principal amount of the Series 2015 Bonds from time to time shall bear interest at the rate of two percent (2.00%) per annum, calculated from the last date to which interest has been paid, or, if no interest has been paid, from the date of their issuance and on the basis of the actual number of days and a 365 day year. The interest on the Series 2015 Bonds shall be payable annually on dates to be set forth in the Series 2015 (each, a "Bond Payment Date"), until the final payment of the principal amount of each Series 2015 Bond. The principal of the Series 2015 Bonds shall be due and payable in installments as set forth in Section 3 of this Resolution.

The Series 2015 Bonds shall be signed by at least two members of the Board and by the County Auditor, provided that all but one of such signatures may be facsimiles. The Series 2015 Bonds shall be in the denomination of $100 and any integral multiple thereof, provided that if the Government is the owner of the Series 2015 Bonds, the Series 2015 Bonds shall be in a principal amount equal to the aggregate principal amount of the Series 2015 Bonds. It is hereby determined that the issuance of the Series 2015 Bonds upon the terms described herein, including the redemption provisions specified below, will be in the best interest of the Issuer. This Board hereby declares and determines the estimated life or period of usefulness of the improvements to the System acquired and constructed, and to be acquired and constructed, as part of the Project is at least forty (40) years from the date of issuance of the Series 2015 Bonds. All actions of the Board and the Issuer, its officers and employees in connection with the application for, acceptance of and expenditure of the proceeds of, the Project Loan, the Project Grants and the Interim Loan are hereby approved, ratified and confirmed.

SECTION 2. The Series 2015 Bonds shall be issued pursuant to the Act, and shall be negotiable instruments pursuant to the Act. Ownership of the Series 2015 Bonds shall be registered on the books of the Issuer kept for that purpose by the County Auditor, who is hereby designate to serve as paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Series 2015 Bonds, upon presentation thereof. Registration of the ownership of the Series 2015 Bonds shall also be evidenced by a notation to that effect on the Series 2015 Bonds. In the event the Series 2015 Bonds are held by other than the Government, the Issuer may contract in accordance with Section 9.96, Ohio Revised Code, for services of a bank or trust company to serve as the Paying Agent and Registrar. Installments of principal of and interest on the Series 2015 Bonds and any Additional Bonds, as hereinafter defined (the "Bond Service Charges"), shall be payable in lawful money of the United States of America to the registered owner thereof as shown on the registration records of the Issuer. The Issuer and the Paying Agent and Registrar may deem and treat the registered owner of the Series 2015 Bonds as the absolute owner thereof for all purposes, and neither the Issuer nor the Paying Agent and Registrar shall be affected by any notice to the contrary. Payments of installments of Bond Service Charges shall be made by check or draft mailed by the Issuer to the registered owner thereof at the address shown on the registration records of the Issuer, except that the final installment of Bond Service Charges shall be made upon presentation and surrender thereof to the Paying Agent and Registrar.

The Issuer shall upon request of the holder of any Series 2015 Bond other than the Government, at any time at the expense of such holder, and within ninety (90) days after such request, exchange Series 2015 Bonds for Series 2015 Bonds of any authorized denomination or denominations in an aggregate principal amount equal to the unmatured and unredeemed principal amount of, and bearing interest at the same rate and maturing on the same date or dates, as the Series 2015 Bonds being exchanged. The Issuer shall upon the request of the Government, at any time at the expense of the Issuer, and within ninety (90) days after such request, exchange the Series 2015 Bond for Series 2015 Bonds of any authorized denomination or denominations in an aggregate principal amount equal to the unmatured and unredeemed principal amount of, bearing interest at the same rate, and maturing on the same date or dates as, the Series 2015 Bond being exchanged. Series 2015 Bonds shall be so exchanged only for and upon surrender to the Paying Agent and Registrar of the corresponding Series 2015 Bond or Bonds being exchanged which shall then immediately be cancelled by the Paying Agent and Registrar. The Series 2015 Bonds shall be transferable, without charge to the holder, only on the registration books of the Issuer upon presentation to the Paying Agent and Registrar with a written transfer duly acknowledged by the registered holder or such holder's attorney and such transfer to be noted on the registration records of the Issuer and on the Series 2015 Bond, provided that no such transfer shall be permitted until the entire principal amount of the Series 2015 Bonds has been advanced to the Issuer by the purchaser of the Series 2015 Bonds.

SECTION 3. The principal of the Series 2015 Bonds shall be due and payable in annual installments in the years and in the respective principal amounts as follows:

Year	Amount
2016	$0
2017	0
2018	55,000
2019	56,200
2020	57,300
2021	58,400
2022	59,600
2023	60,700
2024	62,000
2025	63,300
2026	64,500
2027	65,800
2028	67,100
2029	68,400
2030	69,800
2031	71,200
2032	72,700
2033	74,100
2034	75,500

Year	Amount
2035	77,100
2036	78,600
2037	80,200
2038	81,800
2039	83,400
2040	85,100
2041	86,900
2042	88,500
2043	90,300
2044	92,100
2045	94,000
2046	95,800
2047	97,800
2048	99,700
2049	101,700
2050	103,700
2051	105,900
2052	107,900
2053	110,100
2054	112,300
2055	114,500

SECTION 4. The Series 2015 Bonds shall be subject to redemption in whole, or in part in integral multiples of $100, at any time at the option of the Issuer at par plus accrued interest to the date of redemption, provided that any partial redemption shall be applied in such order of maturity as the Issuer shall determine. Notice of the exercise of such right of redemption shall be given by written notice to the registered owner of the Series 2015 Bonds to be redeemed mailed not less than 30 days prior to the redemption date.

The Series 2015 Bonds and the lien on the Revenues securing the Series 2015 Bonds may not be defeased without the prior written consent of the Government.

SECTION 5. The Series 2015 Bonds and any additional Sanitary Sewer System Revenue Bonds issued on a parity therewith as provided herein ("Additional Bonds" and together with the Series 2015 Bonds, the "Bonds") shall be payable solely from (i) the Revenues deposited in the Green Sanitary Sewer District Revenue Fund (the "Revenue Fund") heretofore created in the custody of the Issuer, and (ii) the moneys and investments in the Bond Payment Fund, the Reserve Fund, and the Surplus Fund, all as hereinafter defined, in the manner hereinafter described, all of which are hereby pledged to the payment of the Bonds to the extent permitted by law upon the terms set forth below. The Bonds shall not constitute an indebtedness of the Issuer, the State of Ohio, or any political subdivision thereof within the meaning of the laws and the Constitution of the State of Ohio, and the registered owner of the Bonds shall not have the right to have taxes or excises levied by the Issuer, the State of Ohio, or any political subdivision thereof for the payment of Bond Service Charges on the Bonds; provided, however, that nothing herein shall be deemed to prohibit the Issuer from using, of its own volition, any of its other lawfully available resources for the fulfillment of any of the terms and conditions of this Resolution or the Series 2015 Bonds.

SECTION 6. The Issuer shall be the custodian of all funds and accounts belonging to or associated with the System and such funds and accounts in the custody of the Issuer shall be deposited in a bank which is a member of the Federal Deposit Insurance Corporation, or its successor, if so required by the Government. So long as the Government is the owner of the Bonds and requires a fidelity bond, the Issuer shall obtain, and keep in force, a fidelity bond to the extent and in the amount required by the Government. Such fidelity bond shall be with a surety company approved by the Government, and the Government and the Issuer shall be named as co-obligees in such fidelity bond and the amount of such fidelity bond shall not be reduced without the prior written consent of the Government.

SECTION 7. So long as any of the Bonds are outstanding, the Issuer shall deposit the Revenues into the Revenue Fund, and shall make the following payments in the following order from amounts in the Revenue Fund:

(i) From time to time as and when required, all reasonable and proper expenses of operating and maintaining the System, such expenses to exclude those of any other utility of the Issuer, whether or not such other utility shall be operated as a single unit with the System, and further to exclude depreciation and capital replacements.

(ii) Monthly, commencing with the month following the initial issuance of the Series 2015 Bonds, to the Green Sanitary Sewer System Revenue Bond Payment Fund hereby created in the custody of the Issuer as a separate account within the Revenue Fund (the "Bond Payment Fund"), an amount at least equal to one-twelfth (1/12), or such larger amount as is necessary, of the amount due and payable with respect to the Bonds on the next Bond Payment Date. If for any reason there is a failure to make such monthly deposit, then an amount equal to the deficiency shall be set aside and deposited in the Bond Payment Fund from moneys on deposit in the Revenue Fund in the ensuing month or months, which amount shall be in addition to the regular monthly deposit required during such succeeding month or months.

All moneys and investments in the Bond Payment Fund shall be used only for the payment of the Bond Service Charges on the Bonds when due. Whenever there shall accumulate in the Bond Payment Fund amounts in excess of the requirements during the next twelve (12) months for paying the principal of Bonds falling due and interest on all outstanding Bonds and in excess of the requirements of the Reserve Fund hereinafter established, such excess may be used by the Issuer for redemption of Bonds in the manner set out in Section 4 of this Resolution.

(iii) Monthly, commencing with the month following the initial issuance of the Series 2015 Bonds, to the Green Sanitary Sewer System Revenue Bond Debt Service Reserve Fund hereby created in the custody of the Issuer (the "Reserve Fund"), an amount equal to $974.37 until there is $116,924 (the "Minimum Reserve") accumulated in the Reserve Fund, after which no further payments need be made to the Reserve Fund except to replace withdrawals therefrom. With the approval of the Government, the Minimum Reserve shall be used and disbursed only for the purpose of paying the cost of repairing or replacing any damage to the System which may be caused by an unforeseen catastrophe, and when necessary for the purpose of making payments of Bond Service Charges on the Bonds when due and payable if the amount in the Bond Payment Fund is not sufficient to meet such payments. Whenever disbursements are made from the Reserve Fund, monthly payments shall be resumed until there is again accumulated an amount equal to the Minimum Reserve, at which time payments may be again discontinued.

(iv) Monthly, commencing with the month following the initial issuance of the Series 2015 Bonds, any moneys remaining in the Revenue Fund after paying the amounts set forth above and reserving in the Revenue Fund an adequate amount as working capital for the System, shall be transferred to the Green Sanitary Sewer System Revenue Bond Surplus Fund, hereby created in the custody of the Issuer as a separate account within the Revenue Fund (the "Surplus Fund"). Moneys in the Surplus Fund shall be used to pay the Bond Service Charges on the Bonds to the extent moneys in the Bond Payment Fund and the Reserve Fund are insufficient, and otherwise may be used for making extensions or improvements to the System, redeeming outstanding Bonds, redeeming outstanding Bonds prior to maturity, paying the OWDA Construction Loan and other obligations issued to finance improvements to the System, and any other use of the revenues of the System authorized by law.

SECTION 8. The monies in the Revenue Fund, the Bond Payment Fund, the Reserve Fund and the Surplus Fund may be invested as provided in Chapter 135 of the Ohio Revised Code. Any such investment and the interest earned thereon shall be credited to and become a part of the respective funds and accounts.

SECTION 9. The Series 2015 Bonds shall be and are hereby sold to the Government at par and accrued interest to the date of delivery of the Series 2015 Bonds in accordance with its offer to purchase which is hereby accepted. All proceeds received from the sale of the Series 2015 Bonds, other than accrued interest, shall be deposited as follows: first, an amount sufficient to retire the Interim Loan shall be deposited in an appropriate fund or account of the Issuer and used to retire the Interim Loan within 90 days of such date of delivery, and second, all other such proceeds shall be deposited in an appropriate fund or account of the Issuer created pursuant to applicable law (the "Project Fund") and used, along with any other moneys of the Issuer appropriated for the purpose, to pay costs of the Project and for no other purpose; any such proceeds remaining in the Project Fund at the conclusion or termination of the Project shall be transferred to the Bond Payment Fund. The proceeds of the Series 2015 Bonds are hereby appropriated for the foregoing purposes. Any accrued interest shall be deposited upon receipt into the Bond Payment Fund.

The members of this Board, the County Administrator, the County Auditor, the County Treasurer, the Clerk of this Board, and other appropriate officials of the County, are each hereby separately authorized, without further action of the Board, to take any and all actions and to execute such other instruments that may be necessary or appropriate in the opinion of Peck, Shaffer & Williams, A Division of Dinsmore & Shohl LLP, bond counsel for the Series 2015 Bonds, in order to effect the issuance of the Series 2015 Bonds and the intent of this Resolution. The Clerk of this Board, or other appropriate officer of the County, shall certify a true transcript of all proceedings had with respect to the issuance of the Series 2015 Bonds, along with such information from the records of the County as is necessary to determine the regularity and validity of the issuance of the Series 2015 Bonds.

SECTION 10. The Issuer covenants and agrees so long as any of the Bonds remain unpaid as follows:

(a) The rates and charges for all services and facilities rendered by the System shall be reasonable and just, taking into consideration the costs and value of the System and costs of maintaining, repairing and operating the same and the amounts necessary for the retirement of the Bonds, and there shall be charged such rates and rates and charges as shall be adequate to meet the requirements of this Resolution.

(b) The Issuer will comply with applicable state laws and the regulations and continually operate and maintain the System in good condition.

(c) The System shall be operated as a public utility including all extensions and improvements to the System. No customer of the System, individual, corporation or municipality, shall receive free services or any service without being charged the rates prescribed in the rules and regulations of the System. The reasonable cost and value of any service rendered to the Issuer in its individual capacity by the System, including reasonable rates and charges for public health benefits, shall be paid for monthly as such service accrues out of the current revenues of the Issuer, exclusive of the Revenues derived from the System.

(d) The Issuer will maintain complete books and records relating to the operation of the System and its financial affairs and will cause such books and records to be audited at the end of each fiscal year and an audit report prepared, and the Issuer will furnish to the Government so long as it is holder of any of the Bonds without request a copy of each audit report and will furnish any other holder of the Bonds a copy of such report upon written request. At all reasonable times, the owners of any Bonds shall have the right to inspect the System and the records, accounts and data relating thereto.

(e) The Issuer will maintain insurance coverage on the System and otherwise comply with Government regulations as may be required by the Government so long as Government is the holder of any Bonds, and otherwise, the Issuer will maintain insurance coverage on the System as is customary for utilities similar to the System as determined from time to time by the Board.

(f) The Issuer hereby grants to the owners of the Bonds from time to time a first lien on the Revenues and the moneys and investments in the Revenue Fund, the Bond Payment Fund, the Reserve Fund and the Surplus Fund upon the terms set forth herein. If at any time it should appear to the Issuer that the Revenues will be insufficient to pay the Bond Service Charges on the Bonds when due as well as any other obligations of the Issuer, the Issuer shall pay such Bond Service Charges on the Bonds prior to paying any other such obligations. The Issuer shall not transfer or use any portion of the Revenues for any purpose not herein specifically authorized.

(g) Except as otherwise specifically provided herein, so long as any Bonds are outstanding, the Issuer will not borrow any money from any source or enter into any contract or agreement or incur any other liabilities, in connection with making extensions or improvements other than normal maintenance to the System, without obtaining the prior written consent of the Government so long as it is the holder of any Series 2015 Bond, nor shall it transfer or use any portion of the Revenues for any purpose not herein specifically authorized.

Any additional notes, bonds or other obligations pledging any portion of the Revenues incurred or issued by the Issuer shall be junior and subordinate in all respects to the Bonds herein authorized unless the Government otherwise consents in writing so long as it is holder of any Bonds.

The Issuer may issue Additional Bonds on a parity with the lien securing any outstanding Bonds for the purpose of making reasonable repair, replacement or extensions of the System if the Government consents thereto in writing so long as it is holder of any Bonds. Otherwise Additional Bonds may be issued upon written consent of the holders of at least one-half of the then outstanding principal amount of the Bonds.

The funds and accounts herein established shall be applied to all Additional Bonds issued pursuant to this section as if such Additional Bonds were part of the original Bond issue, and all revenues from any such extension or replacement constructed by the proceeds of a parity obligation issue shall be paid to the Revenue Fund.

(h) The Issuer will not cause or permit any voluntary dissolution of its organization, merge or consolidate with any other political subdivision, dispose of or transfer its title to the System or any part thereof including lands and interest in lands, by sale, mortgage, lease or other encumbrance.

(i) Prior to the beginning of each fiscal year the Issuer will prepare an annual budget of the System for the ensuing fiscal year itemized on the basis of monthly requirements. A copy of such budget shall be mailed without request to the Government as long as the Government is holder of any of the Bonds and upon written request of any other Bondholder.

(j) So long as the Government is holder of any of the Bonds, if at any time it shall appear to the Government that the Issuer is able to refund, upon call for redemption or with consent of the Government, the then outstanding Bonds, held by it, in whole or in part, by obtaining a loan for such purposes from responsible cooperative or private credit sources, at reasonable rates and terms for loans for similar purposes and periods of time, the Issuer will, upon request of the Government, apply for and accept such loan in sufficient amount to repay the Government, and will take all such action as may be required in connection with such loan.

(k) The provisions of this Resolution shall constitute a contract between the Issuer and the owners of any of the Bonds, and after the issuance of the Bonds this Resolution shall not be repealed or amended in any respect which will adversely affect the rights and interests of the owners of the Bonds, nor shall this Board adopt any law, ordinance or resolution in any way adversely affecting the rights of the owners of the Bonds so long as any of the Bonds or interest thereon remains unpaid.

(l) All of the obligations set forth and covenants made under this Resolution are hereby established as duties specifically enjoined by law and resulting from an office, trust or station upon the Issuer within the meaning of Section 2731.01 et seq. of the Ohio Revised Code.

SECTION 11. If there shall be default in the provisions of this Resolution or in the payment of Bond Service Charges on any of the Bonds, upon the filing of a suit by any owner of any of the Bonds, any court having jurisdiction of the action may appoint a receiver to administer said System on behalf of the Issuer with power to charge and collect rates sufficient to provide for the payment of the Bonds and for the payment of operating expenses and to apply income and revenues in accordance with this Resolution and the laws of Ohio.

Owners of twenty per cent (20%) of the outstanding Bonds in the event of default may require by mandatory injunction the raising of rates in a reasonable amount except as otherwise provided by law.

The remedies described in this Section are in addition to any other remedies that any owner of any of the Bonds may have under applicable law.

SECTION 12. This Board hereby covenants that it will restrict the use of the proceeds of the Series 2015 Bonds hereby authorized in such manner and to such extent, if any, and take such other action 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 and will, to the extent possible, comply with all other applicable provisions of the Code and the regulations thereunder to retain the federal income tax exemption for interest on the Series 2015 Bonds, including any expenditure requirements, investment limitations, rebate requirements or use restrictions. The County Auditor, the County Treasurer, the Clerk of this Board or any other officer having responsibility with respect to the issuance of the Series 2015 Bonds is authorized and directed to give an appropriate certificate on behalf of the Issuer, on the date of delivery of the Series 2015 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 Series 2015 Bonds are hereby designated as "qualified tax-exempt obligations" to the extent permitted by Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). This Board finds and determines that the reasonable anticipated amount of qualified tax-exempt obligations (other than private activity bonds) which will be issued by the Issuer during this calendar year does not and the Board hereby covenants that, during such year, the amount of tax-exempt obligations issued by the Issuer and designated as "qualified tax-exempt obligations" for such purpose will not exceed $10,000,000. The Treasurer of the Board and other appropriate officers, and any of them, are authorized to take such actions and give such certifications on behalf of the Issuer with respect to the reasonably anticipated amount of tax-exempt obligations to be issued by the Issuer during this calendar year and with respect to such other matters as appropriate under Section 265(b)(3).

SECTION 13. So long as the Government or any agency thereof is holder of any of the Series 2015 Bonds, the Issuer and this Resolution shall be subject to the Loan Resolution (RUS Bulletin 1780-27) relating to the Project and the Series 2015 Bonds adopted by the Board, copies of which are available for inspection at the office of the Clerk of the Board.

SECTION 14. Peck, Shaffer & Williams, A Division of Dinsmore & Shohl LLP, be and is hereby retained as bond counsel to the Issuer to prepare the necessary authorizing documents, including this Resolution and the Series 2015 Bonds, and related closing documents for the authorization and issuance of the Series 2015 Bonds and, if appropriate, rendering its approving legal opinion in connection therewith.

SECTION 15. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and 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 Ohio Revised Code.

SECTION 16. All resolutions and orders of the Issuer, or parts thereof, in conflict with the provisions of this Resolution are to the extent of such conflict hereby repealed, and each section of this Resolution is independent and the finding or holding of any section or subdivision hereof to be invalid or void shall not be deemed or held to affect the validity of any other section or subdivision of this Resolution. The provisions of this Resolution are subject to the laws of the State of Ohio.

SECTION 17. The Clerk of this Board is hereby directed to forward a certified copy of this Resolution to the County Auditor.

SECTION 18. This Resolution shall take effect immediately upon its adoption.

Harold G. Montgomery seconded the resolution, and the roll being called upon the question of its adoption, the vote resulted as follows:

AYES: Brent Saunders, Harold G. Montgomery, David K. Smith

NAYS: None

ADOPTED, this 3rd day of December, 2015.

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

CERTIFICATE OF CLERK

I hereby certify that the foregoing is a true and correct copy of a resolution adopted on December 3, 2015, and that a copy thereof was certified to the County Auditor on December 3, 2015.

s/ Anette L. Brown

Clerk of the Board of County Commissioners, County of Gallia, Ohio

RECEIPT OF COUNTY AUDITOR

I hereby acknowledge receipt of a certified copy of the foregoing resolution on December 3, 2015.

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

USDA - GREEN SEWER PHASE 1 PAYMENT RESOLUTION # 1

County Administrator Karen Sprague presented the Commission with Payment Resolution # 1 for the Green Sewer Phase 1 Project for the following items:

- Land & Rights of Way - $871.20
- Legal Services - $41,139.32
- Engineering Fees - $276,032.10
- Contingencies - $31,798.31
- Total = $349,840.93
- Reimbursement to go to OWDA on Loan # 4937– $346,882.72
- Invoices to be paid to Bricker & Eckler & Civitas Media = $2,958.21

David K. Smith moved and Harold G. Montgomery seconded a motion to approve payment resolution # 1 as submitted. Upon roll call votes were as follows: Brent Saunders, yea; Harold Montgomery, yea; David Smith, yea.

OPWC - GREEN SEWER PHASE 1 DISBURSEMENT REQUEST # 2

County Administrator Karen Sprague presented the Commission with Payment Resolution # 2 for the Green Sewer Phase 1 Project for the following items:

- Stantec invoices 970190 & 980142 - $14,925.04 (will be paid directly to Stantec from OPWC)
- Gallia County Commissioners – right-of-way costs - $5,000.00 (Reimbursement to go to OWDA on Loan # 4937)
- Total = $19,925.04

David K. Smith moved and Harold G. Montgomery seconded a motion to approve payment resolution # 1 as submitted. Upon roll call votes were as follows: Brent Saunders, yea; Harold Montgomery, yea; David Smith, yea.

MEMO ENTRY – REVENUE/EXPENSE OPWC GREEN SEWER PHASE 1 GRANT/LOAN

County Administrator Karen Sprague advised the Commission that OPWC will make direct payments to vendors for the Green Sewer Phase 1 Project grant & loan funding. In order to reflect the receipt and expenditure of these grant/loan funds within the county fund established as OPWC Green Sewer Phase 1 Grant/Loan Fund the County Auditor must make the following memo entries:

- Memo payin in the amount of $14,925.04 into 322.3000.400101 from OPWC Loan # CO17L
- Memo expense in the amount of $14,925.04 from 322.0322.531101 to Stantec Consulting Inc. vendor # 6899 for invoice #'s 970190 & 980142

GREEN SEWER PHASE 1 - PRECONSTRUCTION MEETING

At 1:30 p.m. Brent Saunders, Harold G. Montgomery, David K. Smith and County Administrator Karen Sprague went to the second floor meeting room for the preconstruction meeting for Green Sewer Phase 1.

GREEN SEWER PHASE 1 – NOTICE TO PROCEED

Upon receiving approval and signing of the Green Sewer Phase 1 contracts from USDA, Rural Development, Commission President Brent Saunders entertained a motion to approve the Green Sewer Phase Notice to Proceed for the 2 project contractors as follows:

- Contracts A & B – CJ Hughes Construction Co., Inc. – Notice to Proceed granted effective 12/7/2015; Substantial Completion 500 calendar days or April 20, 2017; Date of Readiness for Final Payment 530 calendar days or May 19, 2017
- Contract C – Fields Excavating – Notice to Proceed granted effective 12/7/2015; Substantial Completion 300 calendar days or October 2, 2016; Date of Readiness for Final Payment 330 calendar days or November 1, 2016

Harold Montgomery moved and David Smith seconded the motion. Roll call votes: Mr. Saunders, yea; Mr. Montgomery, yea; Mr. Smith, yea.

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PROCLAMATION – VALLEE

The President entertained a motion to proclaim the following:

HONORING DR. GERALD E. VALLEE

WHEREAS, the Gallia County Commissioners wish to honor **Dr. Gerald E. Vallee** on the occasion of his consecutive 1000 games attended and more to come; and

WHEREAS, Dr. Gerald E. Vallee, has consecutively attended the Gallia Academy Blue Devils Boys Basketball games since November 1969; and

WHEREAS, Dr. Gerald E. Vallee, has shown his dedication to Gallia Academy High School and this community through his contributions both financial and unwavering support; and

NOW THEREFORE BE IT PROCLAIMED by the Gallia County Commissioners, Gallia County, Ohio:

That **December 4, 2015,** be, and hereby is declared to be

Dr. GERALD E. VALLEE DAY

in recognition of his accomplishments, achievements and activities, and to express their respect and admiration for his dedication to service, love and concern for the youth of our community by helping to improve the quality of life of our citizenry.

The Gallia County Commissioners encourages all citizens to join them, along with his family and friends, in wishing **Dr. Gerald E. Vallee,** continued success, health and happiness, now and always.

Signed this 3rd day of December 2015

s/ Brent Saunders *s/ Harold G. Montgomery* *s/ David K. Smith*

David K. Smith made and Harold G. Montgomery seconded the motion. Roll call: Mr. Saunders, yea; Mr. Montgomery, yea; Mr. Smith, yea

ADJOURN

At 4:00 p.m. the President entertained a motion for adjournment. David K. Smith made and Harold G. Montgomery seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Smith, yea; Mr. Saunders, yea.

Brent Saunders, President

Anette L. Brown, Clerk

Harold G. Montgomery, Vice President

David K. Smith, Commissioner