

REGULAR SESSION JULY 29, 2020

This day the Board of Morrow County Commissioners met in their office at 80 North Walnut St., Ste. A, Mt. Gilead, Ohio with the following members present: Mr. Davis, Mr. Whiston and Mr. Castle.

Public in attendance: Andy Ware (Development), Brent Russell (Planning/Zoning), Alberta Stojkovic (Sentinel), Mike Goff (Treasurer) and Pat Davies (Auditor).

The meeting was opened with prayer and pledge of allegiance to the flag, and then called to order by Mr. Castle, who then proceeded with the business at hand. The following matters came before the Board for their consideration and approval.

**IN THE MATTER OF
APPROVAL OF THE MINUTES
OF REGULAR SESSION OF JULY 27, 2020: 20-R-581**

Mr. Whiston made a motion to approve the minutes of regular session of July 27, 2020, as recorded in the Commissioners Journal # 48.

Mr. Castle duly seconded this motion

Roll Call Vote: ...,Mr. Whiston..., "yea"...,Mr. Davis..., "yea" .., Mr. Castle..., "yea"

**IN THE MATTER OF
APPROVAL OF BILLS FOR PAYMENT: 20-R-582**

Mr. Whiston made a motion to approve payment of bills numbered 1 through 62 submitted by the Morrow County Auditor's office.

Mr. Davis duly seconded this motion

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle..., "yea"

**IN THE MATTER OF
PAY-INS: 20-R-583**

The following pay-ins were made to Patricia K. Davies, Morrow County Auditor:

- Pay-in# 202184 Payment received from Ketterman customers for sewer fund 5121 \$167.52
- Pay-in# 202185 Payment received from Johnsville customers for sewer fund 5100 \$236.00
- Pay-in# 202186 Payment received from Chesterville customers for sewer fund 5159 \$1,361.91
- Pay-in# 202187 Payment received from Somoco customers for sewer fund 5110 \$1,970.87
- Pay-in# 202189 Payment received from Delaware County Health for WIC rent for August 2072-1070-470802 \$650.00
- Pay-in# 202202 Payment received from Johnsville customers for sewer fund 5100 \$59.00
- Pay-in# 202203 Payment received from Chesterville customers for sewer fund 5159 \$435.00

**IN THE MATTER OF
TRANSFER OF FUNDS – JOB AND FAMILY SERVICES FUND 2111 PUBLIC
ASSISTANCE: 20-T-076**

At the request of Sundie Brown, Director, a motion was made by Mr. Castle to approve the following transfer of funds:

****Reason – move excess appropriation to cover potential professional legal fees**

From 2111-1046-530313 Public Assistance Social Service Cost Allocation (Indirect Costs) to 2111-1046-530311 Public Assistance Social Service Professional Legal Fees in the amount of \$2,000.00

****Reason – move excess appropriation to cover additional classified ads for vacant staff positions**

From 2111-1046-530313 Public Assistance Social Service Cost Allocation (Indirect Costs) to 2111-1046-530345 Public Assistance Social Service Legal Advertising in the amount of \$998.00

**Reason – move excess appropriation to cover additional office supply expenses including COVID related supplies

From 2111-1044-530313 Public Assistance Admin Cost Allocation (Indirect Cost) to 2111-1044-540410 Public Assistance Admin Office Supplies in the amount of \$10,000.00

Mr. Whiston duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., “yea” ...,Mr. Davis..., “yea” .., Mr. Castle., “yea”

**IN THE MATTER OF
TRANSFER OF FUNDS – JOB AND FAMILY SERVICES FUND 2101 CSEA: 20-T-077**

At the request of Sundie Brown, Director, a motion was made by Mr. Whiston to approve the following transfer of funds:

**Reason – move excess appropriation for potential equipment/computer needs

From 2101-1010-530313 CSEA Cost Allocation (Indirect Costs) to 2101-1010-550740 CSEA Equipment/Computers/Furniture in the amount of \$1,614.00

Mr. Davis duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., “yea” ...,Mr. Davis..., “yea” .., Mr. Castle., “yea”

**IN THE MATTER OF
TRANSFER OF FUNDS – ENGINEER’S FUND 2202: 20-T-078**

At the request of Bart Dennison, Morrow County Engineer, a motion was made by Mr. Davis to approve the following transfer of funds:

**Reason – account is depleted, need to pay Geo-centric Consulting Inc for maintaining our website

From 2202-2002-530329 Property Services to 2202-2002-530330 Program Support Services in the amount of \$2,250.00

Mr. Whiston duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., “yea” ...,Mr. Davis..., “yea” .., Mr. Castle., “yea”

**IN THE MATTER OF
TRANSFER OF FUNDS – ENGINEER’S FUND 2222: 20-T-079**

At the request of Bart Dennison, Morrow County Engineer, a motion was made by Mr. Whiston to approve the following transfer of funds:

**Reason – all appropriations in this account used and need more for the final invoice for the North Paving project from Mid-Ohio Paving.

From 2222-2202-540452 Chip and Seal to 2222-2202-540441 Asphalt/Paving in the amount of \$51,715.00

Mr. Davis duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., “yea” ...,Mr. Davis..., “yea” .., Mr. Castle., “nay”

**IN THE MATTER OF
APPROPRIATION OF UNAPPROPRIATED CERTIFIED MONIES – CLERK OF COURTS
FUND 2415 TITLE: 20-A-080**

At the request of Kimberly Bood, Clerk of Courts, a motion was made by Mr. Whiston to appropriate from the unappropriated certified monies to the following account for June unemployment (prior Title employee):

| | | |
|------------------|--------------|----------|
| 2415-4313-510240 | Unemployment | \$444.35 |
|------------------|--------------|----------|

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., “yea” ...,Mr. Davis..., “yea” .., Mr. Castle., “nay”

**IN THE MATTER OF
 APPROPRIATION OF UNAPPROPRIATED CERTIFIED MONIES – COMMON PLEAS
 FUND 2643 MAT DRUG COURT PROGRAM: 20-A-081**

At the request of Darlene Morehart, Fiscal Coordinator, a motion was made by Mr. Davis to appropriate from the unappropriated certified monies to the following accounts for Common Pleas new Drug Court Program:

| | | |
|------------------|----------------------|-------------|
| 2643-6500-540400 | Supplies & Materials | \$50,000.00 |
| 2643-6500-530335 | Program Services | \$50,000.00 |

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., “yea” ...,Mr. Davis..., “yea” .., Mr. Castle., “yea”

**IN THE MATTER OF
 RESOLUTION TO APPROVE CHANGING THE NAME OF COUNTY ROAD 252 TO
 CHESTER DRIVE: 20-R-584**

WHEREAS, the Morrow County Engineer, Bart Dennison, has had an inquiry about changing the name of County Road 252; and

WHEREAS, the road is going to be part of a big development and the owner has reached out to Bart Dennison about changing the road name before the development is finished; and

WHEREAS, there is only one other business that uses this road and they are in agreement with the name change and there are currently no residential houses on this road currently; and

WHEREAS, the Morrow County Engineer, Bart Dennison, is requesting the Morrow County Commissioners pass a resolution to change the name of County Road 252 to Chester Drive. This name change will start at County Road 172 and head East to County Road 253. Any future extension of this road East of County Road 253, including the stub that runs behind Lubrication Specialist, will also be named Chester Drive;

THEREFORE, Mr. Davis made a motion to **deny** changing the name of County Road 252 to Chester Drive upon the recommendation of the Morrow County Engineer, Bart Dennison and that the Morrow County Engineer forward the approved resolution to the Postmaster General that serves that area.

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., “yea” ...,Mr. Davis..., “yea” .., Mr. Castle., “yea”

**IN THE MATTER OF
 APPROVAL OF AGREEMENT BETWEEN FOUR SEASONS BARN, LTD AND THE
 MORROW COUNTY COURT OF COMMON PLEAS AND THE MORROW COUNTY
 MUNICIPAL COURT FOR THE PURPOSE OF CONDUCTING JURY TRIALS AND/OR
 RELATED COURT PROCEEDINGS AND APPROVAL FOR CHAIRMAN TO
 SIGN: 20-R-585 **Not approved due to 2 Nay votes****

Mr. Whiston made a motion to approve the agreement between Four Seasons Barn, Ltd and the Morrow County Court of Common Pleas and the Morrow County Municipal Court for the purpose of conducting jury trials and/or related court proceedings and approval for Chairman Burgess W. Castle to sign:

**FOUR SEASONS BARN
 3310 Township Road 155, Cardington, OH 43315**

SPECIAL EVENT VENUE-RENTAL AGREEMENT

This agreement made and entered into 07/13/2020, By and between Four Seasons Barn, Ltd and the Morrow County Court of Common and the Morrow County Municipal Court (CLIENT(S)), collectively referred to as the "PARTIES";

WHEREAS, the CLIENT(S) desires to hold Court proceedings on **agreed upon schedule** (date) and reserving the venue from **agreed upon schedule** to **December 31, 2020** (date) at Four Seasons Barn.

WHEREAS, Four Seasons Barn, Ltd herein referred to as Four Seasons Barn, whose business address 3310 Township Road 155, Cardington, OH 43315, operated on 25 acres. Four Seasons Barn hereby grants the CLIENT(S) a revocable license for the temporary use of the barn and grounds, as set forth herein ("Property") for the purpose of **conducting jury trials and/or related Court proceedings** ("event").

THEREFORE, in consideration of Four Seasons Barn permitting the use of the PROPERTY, and for other good valuable consideration, the PARTIES hereto agree as follows:

VENUE RENTAL FEES

Rental Fee: **\$275.00/day**

- a) Check is accepted payment method. There is a \$35.00 fee for any bounced checks.
- b) Payments will be made by the 5th of the following month for the month prior dates used.

CANCELLATIONS

- a) Should a trial be scheduled and a reservation request be made by another party on the scheduled date(s), Four Seasons Barn shall contact and inform the Court. The Court shall then provide Four Seasons Barn an update on the status of the trial that is scheduled. If a trial is cancelled and Four Seasons Barn turned away other business for that day, the rental fee will still be incurred and paid.
- b) If a trial is cancelled and Four Seasons barn did not turn away other business for that day, the rental fee will not be charged.

OUTDOOR LOCATION

- a) Property regulations: All additional large items brought on the PROPERTY will need to be approved by Four Seasons Barn.
- b) Children: Children are not permitted on the PROPERTY unsupervised.
- c) Property: Four Seasons Barn is occasionally going to undergo upgrades, renovations, and repairs. Four Seasons Barn cannot guarantee the conditions of the PROPERTY will match those of previous visits by CLIENT(S), though every effort will be made to minimize disruptions. Four Seasons Barn acknowledges that CLIENTS minimum requirements include, but are not limited to, the ability to facilitate social distancing, substantial parking, use of the bridal and groom suites, adequate restroom facilities, electricity, use of mixer and televisions, and other amenities necessary to conduct a trial/Court proceeding, and the absence of construction/renovation/repair noise that would interfere with CLIENTS need for a clear record of its proceedings. If for some reason the PROPERTY is compromised in an unexpected way (e.g. fire, tornado) and is not suitable to host the event, Four Seasons Barn reserves the right to cancel. All money paid by CLIENT and received by Four Seasons Barn will be returned in full.

AMENDMENT

This agreement may be modified or amended if the amendment is made in writing and signed by all parties. The clients, individually and independent of each other, reserve the right to modify this agreement.

APPLICABLE LAW

This Agreement shall be governed by the laws of the State of Ohio.

RULES AND REGULATIONS

The following is a list of rules and regulations to be upheld by CLIENTS(S), which includes CLIENTS and VENDORS who are involved in planning and execution of a special event on the PROPERTY of Four Seasons Barn.

- a) Food Services: Four Seasons Barn will not prepare or handle food for the event, and there, is not liable for any incidents occurring from improperly handled food. CLIENT(S) agree to abide by all Morrow County Department of Public Health and Safety rules, laws, and regulations regarding food service. If a vendor without the required licensing and insurance provides service or food for the event, the CLIENT(S) further understands they are liable for any foodborne illness, choking, allergic reaction, or similar incident.
- b) Insurance: Any VENDOR of goods and services should maintain General Liability Insurance (any VENDOR serving alcohol shall also maintain Liquor Liability Insurance). Such Insurance shall name Four Seasons Barn as additional Insured, and a certificate of Insurance with an endorsement must be provided sixty (60) days prior to the event. A 24-hour Liability policy must be provided by the CLIENTS also naming Four Seasons Barn as additional insured, and a certificate of insurance with an endorsement must be provided prior to the event.
- c) Illegal Substances: Except when brought in as evidence as part of proceedings, hearings, trials, etc., no illegal substances, including but not limited to all illicit drugs and alcohol, shall be present.
- d) Smoking: Ashtrays will be provided and smoking permitted only at the designated locations. No smoking is allowed in any of the buildings including but not limited to the barn.
- e) Pond: No boats, rafts, or vessels of any type are allowed in the pond. No swimming, boating, or wading are allowed in the pond. No objects of any kind are allowed to be placed or tossed into the pond.
- f) Tables/Chairs: Tables and chairs will be provided for up to 300 guests. Banquet tables and cake/dessert table will also be provided.
- g) Clean Up: PROPERTY must be clean of all personal items, rental linens must be placed in designated bags and all trash needs to be placed in appropriate dumpsters or trash cans. Tables and floor cleared of all trash.

TERMINATION OF AGREEMENT

Either of the clients may cancel this rental agreement by providing Four Seasons Barn with a written notice of at least 30 days in advance.

SIGNATURES

Each signature affixed below indicates that the undersigned:

- a) Reads and understands this Rental Agreement
- b) Agrees to abide by this Rental Agreement
- c) Is unaware of any condition that prevents this agreement from being followed

Approved as To Form:

s/Charles S. Howland 7/24/20
Morrow County Prosecuting Attorney

PARTY RECEIVING SERVICES:

Client(s), or agent of client(s) who is financially responsible for all of the above.

s/Robert C. Hickson 7/24/20
Morrow County Court of Common Pleas

s/Jenifer Burnaugh, Judge 7/24/20
 Morrow County Municipal Court

s/Burgess W. Castle 7/29/20
 Morrow County Board of Commissioners

s/Four Seasons Barn, Inc.

Mr. Davis duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., “yea” ...,Mr. Davis..., “nay” .., Mr. Castle..., “nay”

**IN THE MATTER OF
 APPROVAL OF REVISED AGREEMENT WITH STANTEC CONSULTING SERVICES, INC.
 FOR THE MORROW COUNTY AIRPORT AUTHORITY AND APPROVAL FOR
 CHAIRMAN TO SIGN: 20-R-586**

Mr. Whiston made a motion to approve the revised agreement with Stantec Consulting Services, Inc. for the Morrow County Airport Authority and approval for Chairman Burgess W. Castle to sign.

2020 General Services Agreement

Stantec Consulting Services Inc. (Stantec) proposes to provide general consulting services to the Morrow County Airport Authority (Authority) pertaining to the airport and aviation, if and as requested by the Authority, for the period March 12, 2020 through December 31, 2020. This proposal does not include services that would normally be provided for a specific airport project, especially one that is funded by a Grant from the Federal Aviation Administration (FAA) or the Ohio Department of Transportation (ODOT).

Typical services which we may provide under this agreement at your request include, but are not necessarily limited to:

- a. Assistance with preparation of federal Disadvantaged Business Enterprise plans, goals, or updates prior to receipt of a Grant.
- b. Preparation of the Environmental Categorical Exclusion Checklist and Pre-Application for Federal Assistance for a project involving funding from the Federal Aviation Administration, and the 10-year Airport Capital Improvement Plan.
- c. Preparation of an ODOT office of Aviation Grant Application.
- d. Preparation of FAA “Notices of Proposed Construction or Alteration” for construction on or adjacent to the airport.
- e. Assistance with preparation of minimum standards for airport operators, airspace height zoning, and leases for airport operators.
- f. Assistance regarding compliance with any FAA and State requirements.
- g. Assistance in obtaining new or revised instrument approach procedures.
- h. Assistance responding to letters from the FAA or ODOT regarding obstructions to approach surfaces or other civil imaginary surfaces defined under FAR Part 77.
- i. Surveys to determine heights of objects in the airport area.
- j. Attendance at planning and strategy meetings or conference calls.
- k. Other similar types of services requested by the Authority.

The Agreement may also be terminated at any time by either party.

Invoices will be submitted monthly for any costs exceeding \$100. Services related to, and eligible for, inclusion in a federal or state grant will be identified as such on the invoice for your information and

use. These costs can then be submitted for federal or state reimbursement once a grant has been received and executed by the Authority for a specific project.

This proposal is subject to the attached "Professional Services Terms and Conditions".

Our fees for services provided shall be based on our actual rates of the employees providing the services but shall not exceed the rates in the following Table. The total fees during the agreement shall not to exceed \$5,000 without approval of the Authority. If the anticipated cost to perform any requested service will exceed \$750, or if the cost of the service will result in a total amount in excess of \$5,000, Stantec will obtain written approval from the Authority prior to performing the requested service.

2020 RATE TABLE

| ITEM | RATE (maximum) |
|---|----------------------------|
| Associate | \$175.00 / hour |
| Project Manager | \$150.00/ hour |
| Project Engineer | \$130.00 / hour |
| Airports Engineer | \$98.00 / hour |
| Designer/Technician | \$85.00 / hour |
| Personal Vehicle Mileage (current IRS rate) | \$0.575 / mile |
| Automobile Rental | Actual Cost, plus gasoline |

s/Brian Crosier, Project Manager
Stantec Consulting Services, Inc.

s/Burgess W. Castle, Chairman
Morrow County Commissioners

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle.., "yea"

**IN THE MATTER OF
APPROVAL OF CHANGE ORDER # 4, ADENA CORPORATION, CR 40 CULVERT
REPLACEMENT PROJECT AND APPROVAL FOR CHAIRMAN TO SIGN: 20-R-587**

Mr. Whiston made a motion to approve the following Change Order# 4 for Adena Corporation, CR 40 Culvert Replacement project and approval for Chairman Burgess W. Castle to sign.

CHANGE ORDER

No. 4

Project: MRW-CR40-1.58 PID 111025
Owner: Morrow County Commissioner
80 North Walnut Street
Mount Gilead, OH 43338

Date of Issuance: 7/24/2020
Owner's Project No. MRW-CR40-1.58

Contractor: Adena Corporation

Engineer: Morrow County Engineer
50 East High Street
Mount Gilead, OH 43338

Contract For: CR 40 Culvert Replacement

You are directed to make the following changes in the Contract Documents.

Description: Fill eroded embankment with topsoil, seed with ODOT roadside mix and place Excelsior matting over affected area.

| | |
|--|--------------|
| Original Contract Price: | \$264,085.79 |
| Previous Change Orders | \$ 8,616.23 |
| Contract Price | \$272,702.02 |
| Net Increase of this Change Order | \$ 1,790.00 |
| Contract Price with Change Orders | \$274,492.02 |

s/Bart Dennison, County Engineer

s/Contractor

s/Burgess W. Castle, Commissioner

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle., "yea"

**IN THE MATTER OF
APPROVAL TO COMMIT DOLLARS TO ASSIST WITH MORROW COUNTY
WEB PAGE IN COLLABORATION WITH THE BOARD OF ELECTION: 20-R-588**

Mr. Whiston made a motion to budget \$2,000 in the IT Department Capital to assist with the Morrow County webpage along with financial assistance from the Board of Elections.

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle., "yea"

**IN THE MATTER OF
APPROVAL TO RECESS SESSION: 20-R-589**

Mr. Whiston made a motion to recess session at 9:38 a.m.

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle., "yea"

**IN THE MATTER OF
APPROVAL TO RETURN TO REGULAR SESSION: 20-R-590**

Mr. Whiston made a motion to return to regular session at 9:44 a.m.

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle., "yea"

**IN THE MATTER OF
APPROVAL TO ENTER INTO EXECUTIVE SESSION: 20-R-591**

Mr. Whiston made a motion to enter into Executive Session to discuss pending litigation at 9:45 a.m.

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle., "yea"

**IN THE MATTER OF
APPROVAL TO RETURN TO REGULAR SESSION: 20-R-592**

Mr. Whiston made a motion to return to regular session at 10:09 a.m.

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle., "yea"

**IN THE MATTER OF
AUTHORIZING THE MORROW COUNTY PROSECUTING ATTORNEY TO FILE AN
JOINT APPLICATION TO AUTHORIZE THE BOARD TO RETAIN OUTSIDE COUNSEL
WITH REGARD TO ONGOING LITIGATION WITH THE MORROW COUNTY BOARD OF
COUNTY HOSPITAL TRUSTEES: 20-R-593**

Mr. Castle offered the following resolution and moved the adoption of same, which was duly seconded by Mr. Whiston.

RESOLUTION

WHEREAS, Revised Code Section 305.14(A) calls for the prosecuting attorney and the board of county commissioners to submit an application to the court of common pleas for authorization to employ legal counsel for the board of any public official in any matter of public business;

WHEREAS, pursuant Chapter 339 of the Revised Code, the Board oversees the Morrow Board of County Hospital Trustees and the Morrow County Hospital;

WHEREAS, the Morrow County Hospital unlawfully disposed of public assets in violation of R.C. 121.22, R.C. 140.02, and other sections of law;

WHEREAS, as a result of those unlawful actions, Morrow County, Ohio residents will have less access to medical care;

WHEREAS, as a result of those unlawful actions, Morrow County, Ohio residents will have fewer employment opportunities;

WHEREAS, as a result of those unlawful actions, Morrow County, Ohio residents will miss out on tens of millions of dollars in economic growth;

WHEREAS, it is in the public interest to protect those public assets, provide healthcare to Morrow County, Ohio residents, and create jobs.

NOW, THEREFORE, BE IT RESOLVED by this Board of County Commissioners of Morrow County, Ohio, that

SECTION 1. Morrow County Prosecuting Attorney Charles Howland is hereby authorized to file, on behalf of his own office and this Board, an application with the Morrow County Court of Common Pleas to authorize this Board to employ legal counsel to assist with legal issues related to the Morrow County Board of County Hospital Trustees.

SECTION 2. Upon the ratification of the application of the Court of Common Pleas, the Board shall hereby continue to receive legal services from the law firm Isaac, Wiles, Burkholder, & Teetor, LLC until the litigation satisfactorily concludes.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle., "yea"

IN THE MATTER OF APPROVAL TO RECESS SESSION: 20-R-594

Mr. Whiston made a motion to recess session at 10:10 a.m.

Mr. Castle duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle., "yea"

IN THE MATTER OF APPROVAL TO RETURN TO REGULAR SESSION: 20-R-595

Mr. Castle made a motion to return to regular session at 1:43 p.m.

Mr. Davis duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle., "yea"

IN THE MATTER OF APPROVAL FOR CHAIRMAN TO SIGN HILLTOPSECURITIES DISCLOSURES BY PLACEMENT AGENT: 20-R-596

Mr. Whiston made a motion to approve Chairman Burgess W. Castle to sign HilltopSecurities Disclosures by Placement Agent, Pursuant to MSRD Rule G-17, Tax Exempt General Obligation Courthouse Renovation Refunding Bonds, Series 2020:

I. Disclosures Concerning the Placement Agent's Role

In serving as placement agent for the Debt Instruments, these are some important disclosures that clarify our role and responsibilities as an agent:

- MSRB Rule G-23 requires us to clarify that as the placement agent, HilltopSecurities will act solely as an agent and not as a municipal advisor, financial advisor or fiduciary to the Issuer with respect to the Debt Instruments, and we have not assumed any advisory or fiduciary duty to the Issuer with respect to the Debt Instruments, regardless of whether we or any of our representatives or affiliates have advised or are advising the Issuer on other matters. Unlike a municipal advisor, the placement agent does not have a fiduciary duty to the Issuer under the federal securities laws and are, therefore, not required by federal law to act in the best interests of the Issuer without regard to their own financial or other interests.
- MSRB Rule G-17 requires a placement agent to deal fairly at all times with both municipal issuers and investors.
- The information in previous material provided, if any, was not intended to be and should not be construed as "advice" within the meaning of Section 15B of the Act. You should consult with your own financial, municipal, legal, accounting, tax and/or other advisors, as applicable, to the extent you deem appropriate.

II. Disclosures Concerning the Placement Agent's Compensation

As the placement agent, HilltopSecurities will be compensated by a fee that is set forth in the placement agent agreement to be negotiated and entered into in connection with the issuance of the Debt Instruments. Payment or receipt of the placement agent fee will be contingent upon the closing of the transaction and the amount of compensation may be a flat fee or may be based, in whole or in part, on a percentage of the principal amount of the Debt Instruments. While these forms of compensation are customary in the municipal securities market, they present a conflict of interest since the placement agent may have an incentive to recommend a transaction that is unnecessary or an incentive to recommend that the principal amount of the transaction be larger than is necessary.

III. Additional Conflicts Disclosures

HilltopSecurities has not identified any additional potential or actual material conflicts of interest that require disclosure on behalf of the firm.

IV. Disclosures Concerning Complex Municipal Securities Financing

Since the Debt Instruments involve a financing structure that may be a "complex municipal securities financing" for purposes of MSRB Rule G-17, attached is a description of the material financial characteristics of that financing structure as well as the material financial risks of the financing that are known to Hilltop Securities and are reasonably foreseeable at this time.

If you or any other Issuer officials have questions or concerns about these disclosures, please make those questions or concerns immediately known to the undersigned. In addition, you should consult with the Issuer's own financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent you deem appropriate.

It is our understanding that you have the authority to bind the Issuer by contract with us, and that you are not a party to any conflict of interest relating to the subject transaction. If our understanding is incorrect, please notify the undersigned immediately.

Mr. Davis duly seconded this motion.

Roll Call Vote: ...,Mr. Whiston..., "yea" ...,Mr. Davis..., "yea" .., Mr. Castle..., "yea"

There being no further matters to bring before the board, a motion to adjourn was made by _____ and duly seconded by _____

Roll Call Vote: ...,Mr. Whiston..., ...,Mr. Davis..., .., Mr. Castle..,

We hereby certify the foregoing to be true and correct.

CHAIRMAN

CLERK

ASSISTANT CLERK

MORROW COUNTY COMMISSIONERS