

AUGUST 11, 2011

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 Lois M. Snyder. Roll Call: Lois M. Snyder, present; Vice President Mr. Howard J. "Joe" Foster, present; Member Harold G. Montgomery, present.

President Snyder entertained a motion for approval of the August 4, 2011 minutes. Harold Montgomery made and Joe Foster seconded the motion. Roll call: Ms. Snyder, yea; Mr. Foster, yea; Mr. Montgomery, yea.

TRAVEL REQUESTS				
DEPARTMENT	NAME	DATE	TO	RE:
Auditor	Steve Stinson	8/17-18	Nelsonville, OH	Training
Commissioners	Lois Snyder	8/18	Chillicothe, OH	OVRC&D
	Harold Montgomery Larry Boyer	8/16	Ironton, OH	Meeting

President Snyder entertained a motion to approve travel requests as submitted. Joe Foster made and Harold Montgomery seconded the motion. Roll call: Ms. Snyder, yea; Mr. Foster, yea; Mr. Montgomery, yea.

HOTEL LODGING TAX DISTRIBUTION

Commissioners received the distribution of the 2nd quarter 2011 hotel lodging tax from the County Auditor reporting \$32,498.73 being made to the Ohio Valley Visitor's Center. The report is on file in the Commissioners office.

GROUP RETROSPECTIVE RATING PROGRAM

Commissioners received correspondence advising the County continues to be eligible for enrollment in the County Commissioners' Association of Ohio (CCAO) 2012 Workers' Compensation Group Retrospective Rating Program for the 2012 year. The Program is intended to achieve lower workers' compensation cost for the Group, and result in the establishment of safer working conditions and environments for each Participant.

Harold Montgomery made and Joe Foster seconded the motion to sign the application and participation agreement for the 2012 enrollment. Roll call: Ms. Snyder, yea; Mr. Foster, yea; Mr. Montgomery, yea.

EXECUTIVE SESSION - EMA

At 9:37 a.m. the President entertained a motion to enter into executive session with EMA Director Mike Null and Grant Manager Jill Austin to discuss a personnel issue. Joe Foster made and Harold Montgomery seconded the motion. Roll call: Ms. Snyder, yea; Mr. Foster, yea; Mr. Montgomery, yea. Returned to regular session at 9:57 a.m.; no action taken.

TRANSFER OF EQUIPMENT

EMA Director Mike Null submitted the following email regarding the ownership of the mass fatality first response (push-pak) trailer:

Mr. Null,

I am contacting you regarding the mass fatality first response (push-pak) trailer that you have housed for the past 5+ years. The trailer was part of a grant purchase by Wood County in 2005. At that time and for the past 5 years there has not been a clear understanding of several issues regarding the trailer. As the Chair of the Ohio Funeral Directors Association Mortuary Response Team (OFDA-MRT) Policy Board, I hope that we can clear up some of the issues. Currently the OFDA-MRT is working in partnership with the Wright State University National Center for Medical Readiness (WSU-NCMR). Through this partnership, the NCMR has agreed to house, insure and help maintain the OFDA-MRT mobile morgue cache of equipment. All titles for the trailers and equipment have been turned over to the NCMR. This was no small decision for the OFDA-MRT, but we saw that this partnership could help relieve us of the financial burden of insuring the equipment as well as offer us the opportunity to take mass fatality response in Ohio to a much higher level.

At the time that the push-pak trailer and equipment was purchased, we were left with the impression that whatever county it was placed in would have the ability to deploy the trailer using a county vehicle if it was ever needed in that region. Unfortunately, you were left with the impression that local funeral directors would be transporting the trailer. Had OFDA held the title for the trailer, we would have planned to transport. However, when the county was given the title, we were left with the impression that the county would be doing the transporting. Fortunately, it has not been an issue because the trailer has not been needed to date. We are also at a point in time where some of the supplies in the trailer are going to need to be replaced and/or added to. After a couple of discussions with you, I believe we are on the same page that we need to get a clear understanding of how the trailer will be handled going forward.

After some discussion with some personnel at the NCMR I have a couple of options for where we can go with the trailer:

1. Gallia county can retain the title and continue to be responsible for the insurance coverage for the trailer, contents, liability and transportation. It would also be asked that the county maintain the trailer in a state of readiness to deploy and keep the equipment and supplies in the trailer refreshed. A means of transportation would need to be decided upon that would be agreeable to all parties and fully insured.

Or,

2. The title could be turned over to the WSU-NCMR and placed under their insurance coverage with the rest of the equipment. This would place the responsibility for insurance, maintenance, transportation and resupply in the hands of the WSU-NCMR. In preliminary discussions, it is thought that it would still be possible for the trailer to be stationed in Gallia County, but the final decision on that would be determined by the insurance carrier.

Please know that we greatly appreciate the actions you have taken to house and protect the trailer and equipment in the time that you have had it. We feel strongly about having the equipment stationed in that region due to the distance that you are from any metropolitan area. Disasters happen everywhere; we know and fully understand that. We do not feel that because of your location you are in anyway immune from disaster. I look forward to working with you and your county commissioners to resolve this issue as soon as possible.

Thank You Again!

*Mike Gedert
Policy Board Chair
Ohio Funeral Directors Association Mortuary Response Team*

Joe Foster made and Harold Montgomery seconded the motion to transfer the title to the WSU-NCMR and placed under their insurance coverage. Roll call: Ms. Snyder, yea; Mr. Foster, yea; Mr. Montgomery, yea.

**CHILD SUPPORT AWARENESS MONTH
PROCLAMATION**

DJFS Director Dana Glassburn submitted the following proclamation for approval:

PROCLAMATION

WHEREAS, to improve the well-being of Ohio's families and to assist them with realizing their greatest successes, children need positive emotional and financial support,

WHEREAS, children rely on both parents to help them grow up safe and healthy as they strive to achieve their full potential.

WHEREAS, Ohio's Child Support Program will continue to reach out and share information by collaborating and building partnerships with people and organizations to support children and strengthen families.

WHEREAS, through the leadership of Your County Child Support Enforcement Agency, we recognize the importance of educating our parents about the services that are available through Ohio's Child Support Program.

WHEREAS, the theme of this year's Child Support Awareness Month is "Love and Support Complete the Child". We applaud parents who are committed to the success of their children; therefore, during Child Support Awareness Month, we acknowledge and celebrate parents who provide positive emotional and financial foundations for their children.

NOW, THEREFORE, WE, the Gallia County Commissioners, do hereby designate, in conjunction with the State of Ohio,

**AUGUST 2011
CHILD SUPPORT AWARENESS MONTH
"Love and Support Complete the Child"**

Lois M. Snyder, President

Howard J. Foster, Vice President

Harold G. Montgomery, Member

Harold Montgomery made and Joe Foster seconded the motion approve the above proclamation; Roll call: Ms. Snyder, yea; Mr. Foster, yea; Mr. Montgomery, yea.

SPECIAL REVENUE FUND APPROVED

Economic Development Director Melissa Clark advised that she received a response from the County Prosecutor regarding the establishment of the special revenue fund for the receipt of monies received for the lease of the speculative building. Approval for the funds was received and the first payment will be deposited today.

PUBLIC HEARING – HOLZER HEALTH SYSTEM BOND

At 10:30 am the President opened the public hearing relating to Holzer Health Systems Bonds. Attorney Erin Sutton with Peck Shaffer firm explained the entire process of the bond for the merger of Holzer Medical Center and Holzer Clinic. The proceeds will be made available to refund past bonds as well as acquiring all assets of Holzer Clinic. This is according to Chapter 140 ORC and is being backed by the Hospital and constitutes no debt for Gallia County. The Bond is issued by county as a flow through conduit, used by Holzer. The county is basically facilitating this process with no exposure.

Holzer CEO Brent Saunders advised for the future of healthcare the merger is the right way to go for Holzer Medical Center and Holzer Clinic. At this point in time Holzer provides around 2000 jobs for this area, which we want to retain. This will allow us to expand services and improve quality, putting us on the same level as our competition.

With no more questions or comments; the public hearing was closed. Present for the hearing was Attorney Erin Sutton, CEO Brent Saunders, County Administrator Karen Sprague, Tribune Reporter Amber Gillenwater and resident Tony Gallaher.

HOLZER REFUNDING & IMPROVEMENT BOND RESOLUTION

The Board of County Commissioners of Gallia County, Ohio met in regular session on the 11th day of August, 2011, with the following members present: President Lois M. Snyder, Vice President Howard J. Foster, and member Harold G. Montgomery.

Joe Foster introduced the following resolution and moved its adoption:

A RESOLUTION DETERMINING THE NECESSITY OF AND AUTHORIZING THE ISSUANCE AND SALE OF HOSPITAL FACILITIES REVENUE REFUNDING AND IMPROVEMENT BONDS, SERIES 2011 (HOLZER HEALTH SYSTEM OBLIGATED GROUP PROJECT) OF THE COUNTY OF GALLIA, OHIO, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$175,000,000; AUTHORIZING THE EXECUTION AND DELIVERY OF AGREEMENTS OF LEASE AND SUBLEASES IN CONNECTION THEREWITH; AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST TO SECURE SUCH SERIES 2011 BONDS; AUTHORIZING EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT WITH RESPECT TO THE SERIES 2011 BONDS; AUTHORIZING EXECUTION AND DELIVERY OF A TAX EXEMPTION CERTIFICATE AND AGREEMENT IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2011 BONDS; AUTHORIZING A PRELIMINARY AND FINAL OFFICIAL STATEMENT WITH RESPECT TO THE SERIES 2011 BONDS; AND AUTHORIZING A PUBLIC HOSPITAL AGENCIES AGREEMENT AND OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2011 BONDS.

WHEREAS, this Board of County Commissioners (the "Board") has determined to authorize the issuance of Hospital Facilities Revenue Refunding and Improvement Bonds, Series 2011 (Holzer Health System Obligated Group Project) (the "Series 2011 Bonds") of the County of Gallia, Ohio (the "Issuer"), consisting of the Hospital Facilities Revenue Refunding and Improvement Bonds, Series 2011A (Holzer Health System Obligated Group Project) and the Hospital Facilities Taxable Revenue Refunding and Improvement Bonds, Series 2011B (Holzer Health System Obligated Group Project), for the purpose of (1) acquiring, constructing, installing and equipping "hospital facilities," as defined in Chapter 140 of the Ohio Revised Code including, without limitation, the acquisition of hospital facilities to be operated by the Lessees (as defined below) and their nonprofit affiliates and future capital equipment acquisitions and facility renovations, and reimbursement of certain prior capital expenditures (the "Project"), (2) refunding and retiring the outstanding principal amount of the Issuer's Hospital Facilities Revenue Bonds, Series 1998 (Holzer Medical Center Project), dated October 1, 1998 and the City of Jackson, Ohio Hospital Facilities Revenue Refunding Bonds, Series 2005 (Holzer Consolidated Health Systems Obligated Group), dated March 10, 2005 (collectively, the "Prior Bonds") and the Outstanding Debt, as that term is defined in the hereinafter referenced Indenture of Trust, which Prior Bonds and Outstanding Debt financed and refinanced the acquisition, construction and equipping of "hospital facilities," (3) funding a debt service reserve fund for the Series 2011 Bonds, (4) to finance the payment of amounts due upon the termination of one or more interest rate swap agreements relating to the Series 1999 Bonds and the refinancing and retiring of certain other indebtedness incurred to finance hospital facilities located at Holzer Medical Center-Jackson, (5) funding capitalized interest on the Series 2011 Bonds,

and (6) paying certain costs and expenses of the Issuer and the Lessees incurred in connection with the issuance of the Series 2011 Bonds; and

WHEREAS, the acquisition, construction, installation and equipping of the Project and the refunding and retirement of the Prior Bonds and Outstanding Debt will be in the best interests of the Public Hospital Agencies (as defined herein) and will provide hospital facilities at the lowest possible cost to service the residents of the Public Hospital Agencies, which hospital facilities are and will be available for the service of the general public without discrimination by reason of race, creed, color or national origin; and

WHEREAS, this Board is authorized, by the authority contained in Chapter 140 of the Ohio Revised Code, to issue hospital facilities revenue bonds for the aforesaid purposes; and

WHEREAS, this Board has determined to authorize such Series 2011 Bonds and to award the sale thereof to RBC Capital Markets Corporation (the "Underwriter"); and

WHEREAS, the Issuer will acquire a leasehold interest in the Existing Facilities, as defined in the Indenture of Trust authorized below, and will sublease the Existing Facilities to Holzer Health System, formerly known as Holzer Consolidated Health Systems (the "Corporation") and Holzer Hospital Foundation ("Holzer-Gallipolis" and, together with the Corporation, the "Lessees"), each of which is an Ohio not for profit corporation. No part of the net earnings of the Lessees inures or may lawfully inure to the benefit of any private shareholder or individual and the Lessees have authority to operate "hospital facilities" as that term is defined in Section 140.01 of the Ohio Revised Code; and

WHEREAS, it is necessary in connection with the issuance of such Series 2011 Bonds, the financing of the Project and the refunding and retirement of the Prior Bonds and Outstanding Debt, to provide for the authorization of Agreements of Lease and Subleases with the Lessees and their affiliates, as appropriate, and an Indenture of Trust; and

WHEREAS, it is necessary in connection with the issuance of such Series 2011 Bonds to also provide for the authorization of a Public Hospital Agencies Agreement among the Issuer, the County of Jackson, Ohio, the County of Meigs, Ohio, the County of Athens, Ohio and the County of Lawrence, Ohio, each of which is a political subdivision of the State of Ohio collectively constituting "public hospital agencies" as that term is defined in Section 140.01 of the Ohio Revised Code, being herein referred to collectively as the "Public Hospital Agencies"; and

WHEREAS, it is necessary in connection with the issuance of such Series 2011 Bonds to also provide for the authorization of a Bond Purchase Agreement and distribution of a preliminary and final Official Statement for the Series 2011 Bonds and to authorize certain other documents, including a Tax Exemption Certificate and Agreement, in connection with the issuance of the Series 2011 Bonds;

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

SECTION 1. That for the purpose of better providing for the health and welfare of the people of the State of Ohio, by enhancing the availability, efficiency and economy of hospital facilities, and facilitating the financing of hospital facilities to be available, to or for the service of the general public, without discrimination by reason of race, creed, color or national origin, this Board hereby determines that revenue bonds shall be issued pursuant to Section 140.06 of the Ohio Revised Code, in the principal amount of not to exceed \$175,000,000 for the purposes set forth in the preambles hereto. Such bonds shall be designated County of Gallia, Ohio, Hospital Facilities Revenue Refunding and Improvement Bonds, Series 2011 (Holzer Health System Obligated Group Project), consisting of the Hospital Facilities Revenue Refunding and Improvement Bonds, Series 2011A (Holzer Health System Obligated Group Project) and the Hospital Facilities Taxable Revenue Refunding and Improvement Bonds, Series 2011B (Holzer Health System Obligated Group Project). The Series 2011 Bonds shall be issued in the form and denomination, and shall be executed, be dated, be subject to redemption prior to maturity on the dates and at the prices, bear interest at a weighted average interest rate not to exceed ten percent (10.00%) per annum, and be payable on the dates all as provided in the Indenture of Trust and Bond Purchase Agreement hereinafter authorized. The Series 2011 Bonds shall be retired either at stated maturity or by mandatory sinking fund redemption over a period not to exceed 42 years as set forth in the Indenture of Trust hereinafter authorized.

SECTION 2. That the Series 2011 Bonds shall be payable at the designated corporate trust office of The Bank of New York Mellon Trust Company, N.A. (the "Trustee"), or any successor trustee.

SECTION 3. That each of the Series 2011 Bonds authorized hereby shall bear on its face a statement that the Series 2011 Bonds are not general obligations, debt or bonded indebtedness of the Issuer or the State of Ohio or any political subdivision thereof, and the holders or owners of the Series 2011 Bonds are not given the right, and have no right, to have excises or taxes levied by the Issuer or the State of Ohio or any political subdivision thereof, for the payment of the bond service charges on such Series 2011 Bonds and that the right to such payment is limited to the revenues and special funds pledged for such purpose under the Indenture of Trust herein authorized.

SECTION 4. That any two members of this Board be and they are hereby authorized and directed to execute, on behalf of the Issuer, an Indenture of Trust with the Trustee, in substantially the form presented to this Board and on file with the Clerk of this Board, and the Trust Estate, as therein defined, shall be pledged and the other agreements, covenants and promises therein made on behalf of the Issuer shall be conclusively binding upon the Issuer and in full force and effect from and after delivery of the Series 2011 Bonds to their purchasers pursuant to the terms of the Indenture of Trust. The Indenture of Trust shall be subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of the Indenture of Trust as aforesaid.

SECTION 5. That any two members of this Board and the Trustee are hereby authorized and directed to do all the acts and things required of them by the provisions of the Series 2011 Bonds and the Indenture of Trust to the end that full and complete performance of all of the terms, covenants and agreements of the Series 2011 Bonds and Indenture of Trust shall be effected, including taking all actions necessary to complete the sale of the Series 2011 Bonds under the "Blue Sky" laws of any jurisdiction; provided that the Issuer shall not be required to submit to service of process in connection with any such "Blue Sky" action in any state except Ohio.

SECTION 6. That this Board hereby determines that the leasing of the Existing Facilities from the Lessees and the subleasing of the Existing Facilities to the Lessees, which will operate the Existing Facilities, providing health care to the general public without discrimination by reason of race, creed, color or national origin, is undertaken for and will serve the public purpose of better providing for the health and welfare of the people of the State of Ohio by enhancing the availability, efficiency and economy of hospital facilities and the services rendered thereby.

SECTION 7. That any two members of this Board be and they are hereby authorized and directed to execute and enter into, on behalf of the Issuer, an Agreement of Lease with the Corporation (the "Corporation Lease") to acquire a leasehold interest in the Existing Facilities owned by the Corporation, an Agreement of Lease with Holzer-Gallipolis (the "Holzer-Gallipolis Lease") to acquire a leasehold interest in the Existing Facilities owned by Holzer-Gallipolis and, if necessary, an Agreement of Lease with any affiliate of the Corporation that shall be necessary to acquire a leasehold interest in the Existing Facilities owned by such affiliate (the "Affiliate Leases"). The Corporation Lease, the Holzer-Gallipolis Lease and the Affiliate Leases, if necessary, (collectively the "Leases") shall be substantially in the forms presented to this Board and on file with the Clerk of this Board, subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of said Leases as aforesaid. It is hereby determined that such Leases will promote the public purpose stated in Section 140.02 of the Ohio Revised Code, and the Issuer will be duly benefited thereby.

SECTION 8. That any two members of this Board be and they are hereby authorized and directed to execute and deliver, on behalf of the Issuer, a Sublease with the Corporation (the "Corporation Sublease") with respect to the Existing Facilities owned by the Corporation, a Sublease with Holzer-Gallipolis (the "Holzer-Gallipolis Sublease") with respect to the Existing Facilities owned by Holzer-Gallipolis and, if necessary, a Sublease with any affiliate of the Corporation with respect to Existing Facilities owned by such affiliate (the "Affiliate Subleases"). The Corporation Sublease, the Holzer-Gallipolis Sublease and the Affiliate Subleases (collectively the "Subleases") shall be substantially in the forms presented to this Board and on file with the Clerk of this Board, subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution of such Subleases as aforesaid. It is hereby determined that such Subleases will promote the public purpose stated in Section 140.02 of the Ohio Revised Code, and the Issuer will be duly benefited thereby.

SECTION 9. That any two members of this Board be and they are hereby authorized and directed to execute and deliver, on behalf of the Issuer, a Tax Exemption Certificate and Agreement and a Public Hospital Agencies Agreement among the Public Hospital Agencies in substantially the forms presented to this Board and on file with the Clerk, subject to such changes, insertions and omissions consistent with this Resolution and not substantially adverse to the Issuer as may be approved by this Board, which approval shall be

conclusively evidenced by the execution of the Tax Exemption Certificate and Agreement and Public Hospital Agencies Agreement as aforesaid.

SECTION 10. That any member of this Board be and is hereby authorized and directed to execute and deliver, on behalf of the Issuer, a Bond Purchase Agreement providing for the sale of the Series 2011 Bonds substantially in the form heretofore presented to this Board by RBC Capital Markets Corporation, so long as the terms of purchase contained therein are within the guidelines established in Section 1 of this Resolution. Such Bond Purchase Agreement shall set forth the underwriting discount, principal amount, maturities and interest rate or rates on the Series 2011 Bonds, and the execution and delivery of the Bond Purchase Agreement by such member of this Board shall be conclusive evidence of the authorization by this Board of such underwriting discount, principal amount, maturities and interest rate or rates on the Series 2011 Bonds.

SECTION 11. That this Board hereby covenants that it will restrict the use of the proceeds of the Series 2011A 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 "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986 (the "Code") and the regulations prescribed thereunder. The Clerk of this Board or any other officer having responsibility with respect to the issuance of the Series 2011A Bonds is authorized and directed to give an appropriate certificate on behalf of the Issuer, on the date of delivery of the Series 2011A Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates, circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of Section 148 of the Code and regulations thereafter.

SECTION 12. That the Preliminary Official Statement with respect to the Series 2011 Bonds, a draft copy of which is on file with the Clerk of this Board, is hereby approved. The use and distribution of the preliminary Official Statement by RBC Capital Markets Corporation and the Lessees prior to the date of passage of this Resolution, if applicable, is hereby expressly ratified and confirmed, and the preliminary Official Statement shall be deemed "near final" in accordance with Securities Exchange Commission Rule 15c2-12 prior to or simultaneously with the execution of the Bond Purchase Agreement authorized above in Section 10 of this Resolution.

SECTION 13. That any member of this Board be and they are hereby authorized to execute and deliver, on behalf of the Issuer, a final Official Statement for the Series 2011 Bonds, which final Official Statement shall be substantially in the form of the Preliminary Official Statement approved and authorized in Section 12 of this Resolution. The Issuer shall provide final Official Statements to RBC Capital Markets Corporation within seven (7) days of the date of the Bond Purchase Agreement, if such action is determined to be necessary in order to comply with Securities Exchange Commission Rule 15c2-12.

SECTION 14. That the appropriate officers of the Issuer, including the appropriate officers of this Board, be and they hereby are authorized to execute and deliver on behalf of the Issuer such other certificates, documents and instruments in connection with the issuance and public sale of the Series 2011 Bonds, the acquisition, construction, installation and equipping of the Project and the refunding and retirement of the Prior Bonds and the Outstanding Debt as may be required, necessary or appropriate, including, without limitation, any documents which are necessary or appropriate in order to ensure compliance of the Series 2011 Bonds with the Internal Revenue Code, and including escrow agreements, conveyances of title to real and personal property, terminations of financing statements and other releases of security interest in property and cancellation of leases. Such documents including the ones specifically authorized hereby, shall be subject to such changes, insertions and omissions as may be approved by this Board, which approval shall be conclusively evidenced by the execution thereof by the proper officers of the Issuer.

SECTION 15. That this Board, as the "applicable elected representative" of the Issuer for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, hereby approves the issuance of the Series 2011 Bonds in the maximum principal amount of \$175,000,000, the proceeds of which will be used to: (1) acquire, construct, install and equip "hospital facilities," as defined in Chapter 140 of the Ohio Revised Code including, without limitation (a) 90 Jackson Pike, Gallipolis, Ohio, comprised of physician practices and ancillary services known as Holzer Clinic; (b) 280 Pattonville Road, Jackson, Ohio, comprised of physician practices, ancillaries and an ambulatory surgery center known as Holzer Clinic Jackson; (c) 2131 East State Street, Athens, Ohio, comprised of physician practices, ancillaries and an ambulatory surgery center known as Holzer Clinic Athens; (d) 1051 4th Avenue, Gallipolis, Ohio, comprised of physician practices and ancillaries known as Holzer Clinic Sycamore; (e) 1051 4th Avenue, Gallipolis, Ohio, a rehabilitation facility with therapy services and sleep lab known as Holzer Clinic Sycamore Rehabilitation Services; (f) 2364 Blizzard Lane, Suite C, Albany, Ohio, a physician practice known as Holzer Clinic Albany; (g) 98 State Street, Proctorville, Ohio, physician practices and ancillary services known as Holzer Clinic of Lawrence County; (h) 96 Township Road 369, Suite 101, Proctorville, Ohio, a physician practice known as Holzer Clinic Liberty Circle; (i) 88 East Memorial Drive, Pomeroy, Ohio, physician practices and ancillaries known as Holzer Clinic Meigs; (j) 929 East State Street, Athens, Ohio, a retail clinic known as Holzer Clinic Athens – Walmart; (k) a two-story building located at 76 State Street, Gallipolis, Ohio; (l) an inventory storage facility located at 1590 State Route 7 North, Gallipolis, Ohio; (m) an information technology center located at 645 Jackson Pike, Gallipolis, Ohio; (n) a training and storage facility located at 1069 Jackson Pike, Gallipolis, Ohio; (o) an administrative office building and call center located at 2619 S.R. 850, Bidwell, Ohio; (p) a cardiology services facility located at 100 Jackson Pike, Gallipolis, Ohio, known as the Holzer Cardiovascular Institute; (q) a cancer treatment center located at 170 Jackson Pike, Gallipolis, Ohio, known as Holzer Center for Cancer Care; (r) a pharmacy located at 90 Jackson Pike, Gallipolis, Ohio known as Holzer Family Pharmacy; (s) a pharmacy located at 280 Pattonville Road, Jackson, Ohio known as Holzer Family Pharmacy; (t) a pharmacy located at 2131 East State Street, Athens, Ohio known as Holzer Family Pharmacy; (u) a sleep lab located at 101 Markham Drive, Jackson, Ohio, known as Jackson Sleep Lab; (v) an assisted living senior care facility located at 380 Colonial Drive, Bidwell, Ohio 45614, known as Holzer Senior Care Center; (w) an assisted living facility located at 300 Briarwood Drive, Gallipolis, Ohio, known as Holzer Assisted Living-Gallipolis; (x) an assisted living facility located at 101 Markham Drive, Jackson, Ohio, known as Holzer Assisted Living-Jackson; (y) acute care hospital located at 100 Jackson Pike, Gallipolis, Ohio, known as Holzer Medical Center; and (z) a 24-bed general acute care hospital located at 500 Burlington Road, Jackson, Ohio, known as Holzer Medical Center-Jackson; (2) refund and retire the Prior Bonds and Outstanding Debt; (3) fund a debt service reserve fund for the Series 2011 Bonds; (4) finance the payment of amounts due upon the termination of one or more interest rate swap agreements relating to the Series 1999 Bonds; (5) finance capitalized interest on the Series 2011 Bonds; and (6) pay certain issuance costs in connection with the Series 2011 Bonds. The amount of Series 2011 Bond proceeds spent at any location will not exceed \$50,000,000. The primary user and/or owner of the above hospital facilities is presently anticipated to be Holzer Health System, an Ohio nonprofit corporation or one of its nonprofit affiliates including Holzer Medical Center-Jackson, Holzer Hospital Foundation, Holzer Clinic Inc. (anticipated to become Holzer Clinic, LLC), Holzer Senior Care Center or Holzer Dental Clinic Jackson, LLC.

SECTION 16. This Board hereby acknowledges that the Corporation has retained the law firm of Peck, Shaffer & Williams LLP ("PS&W") to provide legal services as bond counsel. The Underwriter has retained PS&W to provide legal services as underwriter's counsel. This Board hereby consents to, and waives any conflict of interest that might be asserted with respect to, PS&W's role as bond counsel and PS&W's role as counsel to the Underwriter, all in connection with the issuance and delivery of the Series 2011 Bonds.

SECTION 17. That it is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were passed 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, and the rules of this Board in accordance therewith.

SECTION 18. That all resolutions or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

SECTION 19. That this resolution shall be effective from and after its adoption.

Harold Montgomery seconded the motion and the roll called for adoption of the foregoing Resolution, the vote resulted as follows:

AYES: 3 NAYS: 0 ABSTENTION: 0

ADOPTED this 11th day of August, 2011.

s/ Terry Hemby, Clerk to the Board

Board of County Commissioners
Gallia County, Ohio

Lois M. Snyder, President

Howard J. Foster, Vice President

Harold G. Montgomery, Member

CERTIFICATE

The undersigned, duly appointed and acting Clerk of the Board of County Commissioners of the County of Gallia, Ohio, does hereby certify that the foregoing is a true and correct copy of a resolution adopted by such Board on August 11, 2011, together with an extract from the minutes of the meeting at which that resolution was adopted to the extent pertinent thereto.

August 11th, 2011

s/ Terry Hendy, Clerk Board of County Commissioners,
County of Gallia, Ohio

EXECUTIVE SESSION - CONTRACTS

At 10:42 a.m. the President entertained a motion to enter into executive session with County Administrator Karen Sprague to discuss a contract issue. Joe Foster made and Harold Montgomery seconded the motion. Roll call: Ms. Snyder, yea; Mr. Foster, yea; Mr. Montgomery, yea. Returned to regular session at 10:57 a.m.; no action taken.

STAPLES GROUP PURCHASING

Staples Business Development Associate George Humphreys brought an opportunity for the Commissioners to review. He distributed a packet with state contract information and office supply savings list. Being part of the State of Ohio co-op, this was bid out and Staples was the lowest bidder. Commissioners will review the information submitted.

RIO GRANDE MEMORIAL PARK PROJECT

Mayor Matt Easter met with the Commissioners to discuss a project the village has undertaken with the University. He stated the village would be applying for future CDBG monies for this project and wanted to give them an overview. They have a dilapidated playground and recently had nearly 60 volunteers in to work and clean up the playground. They have also received a Nature Works grant and have done a lot to improve the park.

He presented phase two of the proposed park; we are trying to obtain any necessary matching funds through the donations. We traded the ball park property to the grade school and in return, they gave us 8 acres off Cherry Ridge Rd for new ball fields. The plan is to connect all the parks together through walking trails as a smaller version of OOMPD parks. He thanked the Commission for the opportunity to give an overview of the project, and anticipates requesting CDBG monies in 2012.

AT&T CONTRACTS

911 Director Sherry Daines presented 3-year contract proposals with AT&T for long distance and the Centrex which expired in November 2010. If we do not renew, our rates will increase substantially. The estimated annual savings will be \$14,222 in addition to the savings of the old contract.

Harold Montgomery made and Joe Foster seconded the motion to enter into the 36 month contract for services as described, reviewed by the County Prosecutor and recommended by both the 911 and Information Technology Directors. Roll call: Ms. Snyder, yea; Mr. Foster, yea; Mr. Montgomery, yea. The Commission expressed their appreciation to both Ms. Daines and Mr. Grubb for the research and work involved in obtaining these contracts.

* 1:15 p.m. Commissioner Snyder left, turning the meeting over to Vice President Foster.

MERCERVILLE SEWER PAYMENT RESOLUTION # 16

The County Administrator presented the Commission with Payment Resolution # 16 for the Mercerville Sewer Project for the following items:

- Trimat Construction, Inc. Pay Estimate #15 - \$18,718.16
- Stantec Consulting Inv. # 511585 - \$3,986.95
- Total = \$22,705.11

Harold Montgomery moved and Joe Foster seconded a motion to approve payment resolution # 16 as submitted. Upon roll call votes were as follows: Lois Snyder, absent for vote; Joe Foster, yea; Harold Montgomery, yea.

KANAUGA/ADDISON PAYMENT RESOLUTION # 22

The County Administrator presented the Commission with Payment Resolution # 22 for the Kanauga/Addison Sewer Project for the following items:

- Trimat Construction Pay Estimate # 23 - \$93,130.16
- Stantec Consulting Inv. #511582 - \$17,772.20
- Total = \$110,902.36

Harold Montgomery moved and Joe Foster seconded a motion to approve payment resolution # 22 as submitted. Upon roll call votes were as follows: Lois Snyder, absent for vote; Joe Foster, yea; Harold Montgomery, yea.

MEMO ENTRY - REVENUE/EXPENSE OPWC KA SEWER GRANT/LOAN

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

- Memo payin in the amount of \$17,772.20 into 106.3000.400100 from OPWC Grant # CO16L
- Memo expense in the amount of \$17,772.20 from 106.1106.531100 to Stantec Consulting Inc. vendor # 6899 for invoice #511582

OHIO TOWNSHIP FIRE PAYMENT RESOLUTION # 1

The County Administrator presented the Commission with Payment Resolution # 1 for the Ohio Township Fire Substation Project for the following items:

- Breech Engineering Job #11-04 - \$2625.25
- Total = \$2,625.25

Harold Montgomery moved and Joe Foster seconded a motion to approve payment resolution # 1 as submitted. Upon roll call votes were as follows: Lois Snyder, absent for vote; Joe Foster, yea; Harold Montgomery, yea.

CHANGE ORDER #1 – OHIO FIRE SUBSTATION CONTRACT

The County Administrator presented the Commission with Change Order No. 1 paperwork for the Ohio Fire Substation Project. Randy Breech, Project Engineer, has recommended the change order to adjust the following in the contract:

- Contractor will supply fill dirt for the Ohio Township Fire Substation project as required in the bid documents and for the original price noted in their bid for an amount of \$11,968.00.
- Additionally, a cost of \$3,000.00 will be incurred to raise the building finished floor elevation to a minimum of 6 inches above the highest point of Waugh Road at the building entrance.
- Total Cost \$14,968.00

John Williams, with Hoon, Inc., is in agreement with this change order which would increase the contract from \$140,238.00 to \$155,206.00. Contract completion date will remain the same at 11/30/11. It was noted the \$11,968.00 will be paid for by Ohio Township per letter and the \$3,000 will be covered with a project budget change moving \$3,000 from contingencies into contractor.

Joe Foster entertained a motion to approve the change order form as requested. Harold Montgomery made and Joe Foster seconded that motion. Upon roll call votes were as follows: Ms. Snyder, absent for vote; Mr. Foster, yea; and Mr. Montgomery, yea. Form was signed by Joe Foster, as Vice-President of the Commission and will be forwarded to USDA for final approval and signing.

HARRISON TOWNSHIP – GUARDRAIL PROJECT

County Administrator Karen Sprague previously advised the Commission of the denial of a CDBG FY 2011 Formula grant waiver request to allow for 7 projects instead of 6 projects. It was the Commissions intent with that request to fund the Harrison Township Guardrail Project on Houck Road with CDBG FY 2011 grant dollars. Due to this denial, the additional funds that would have funded this request were put in Project Administration dollars. Ms. Sprague recommended the Commission fund this project from the general fund and the amount can be recouped from the Administration dollars that will be paid into the general fund for her work on the entire grant program. Ms. Sprague noted the Commission can donate general fund dollars to Townships and this would be no different. A quote for this project was submitted to the Commission from PDK Construction in the amount of \$3,618.50, which is well below the County Engineer's estimate of \$7,124.00 for the original project grant application. It was noted this difference is due to the project not being subject to prevailing wages as it is being done without CDBG funds by Ohio Township and due to a quote for used materials. Ohio Township Trustees approved the cost estimate on 8/8/11. Harold Montgomery made a motion to provide the funds to Ohio Township for this project from the general fund in the amount of \$3,618.50 and Joe Foster seconded the motion. Upon roll call votes were as follows: Ms. Snyder, absent for vote; Mr. Foster, yea; and Mr. Montgomery, yea.

* 2:15 p.m. – Commissioners Foster and Montgomery left to attend a Solid Waste District meeting in Wellston; returning at 5:30 pm..

SEWER SHUT OFF – RFP'S

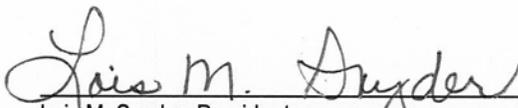
Commissioners received the following proposals for sewer shut offs:

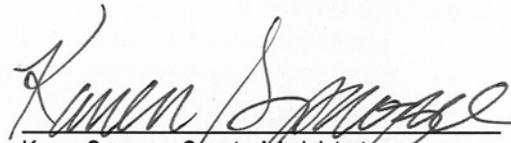
CONTRACTOR	1-5'	5-7'	7-9'	9-11'	11-13'	13-15'
L.J. Excavating, LLC	\$380	\$480	\$645	\$795	\$995	\$1,095
Alderman Excavating	\$435	\$535	\$750	No bid	No bid	No bid

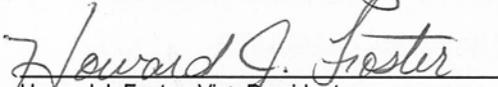
After review and recommendation from the County Administrator, Harold Montgomery made and Joe Foster seconded the motion to accept the proposal from L.J. Excavating, LLC. Roll call: Ms. Snyder, absent; Mr. Foster, yea; Mr. Montgomery, yea.

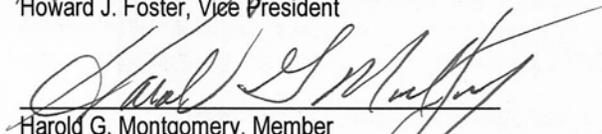
ADJOURN

At 6:00 p.m. Vice President Foster entertained a motion for adjournment. Harold Montgomery made and Joe Foster seconded the motion. Roll call: Ms. Snyder, absent; Mr. Foster, yea; Mr. Montgomery, yea.


Lois M. Snyder, President


Karen Sprague, County Administrator
Minutes recorded by Terry Hemby, Clerk


Howard J. Foster, Vice President


Harold G. Montgomery, Member