

FEBRUARY 16, 2012

The Gallia County Board of Commissioners met on this date for the purpose of approving the minutes of the previous meeting and current transfers, appropriations and bills. At 9:00 a.m. the meeting was called to order by President Harold G. Montgomery. Roll Call: Harold G. Montgomery, present; Vice President Mr. Howard J. "Joe" Foster, present; Commissioner Lois M. Snyder, present.

President Montgomery entertained a motion for approval of the February 9, 2012 minutes. Joe Foster made and Lois Snyder seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

TRAVEL REQUESTS				
DEPARTMENT	NAME	DATE	TO	RE:
DJFS	Dana Glassburn Kathy Campbell Samantha Reese	2/22/12	Chillicothe	District Fiscal Meeting

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

Animal Shelter Canine Weekly Report										
Week Ending	IN	Adopted	Reclaimed	Euthanized	Died (Natural Causes)	Rescued	Destroyed (in field)	Out	In Foster Care	Remaining at Shelter
Date	0	0	0	0	0	0	0	0	0	0

EQUITABLE SHARING AGREEMENT -SHERIFF

Lois Snyder made and Joe Foster seconded the motion to approve the equitable sharing agreement for the Sheriff's Office. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

LETTER OF SUPPORT – WOODLAND CENTERS

The County Administrator presented the Commission with a letter of support request from Woodland Centers to be included in their application to ODOT for 2 new transportation vehicles to be used by their Transportation Program to transport county residents to and from non-emergency medical visits. Mr. Montgomery entertained a motion to approve the draft letter of support as presented. Joe Foster moved and Lois Snyder seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

Mary Jo Frank, Ph.D.
Executive Director
Woodland Centers, Inc.
3086 State Route 160
Gallipolis, OH 45631

RE: Letter of Support – Woodland Centers ODOT Transportation Grant

Dear Director Frank:

The purpose of this letter is to verify that the Board of Gallia County Commissioners works with Woodland Centers, Inc. to deliver transportation services to our residents in Gallia County. This collaborative partnership includes making referrals to Woodland Centers which then schedules trips and provides transportation for non-emergency medical visits. Woodland Centers transports 5,000 people a year and travels over 100,000 miles.

As part of this partnership, Woodland Centers also maintains the vehicles used for transportation services, procures the vehicles, and provides insurance and secure parking for the vehicles.

The Board of Gallia County Commissioners intends to continue to work with Woodland Centers to provide this much needed service in our community. We strongly encourage approval of their application to make sure this program continues.

Respectfully submitted,
Gallia County Commissioners
s/ Harold G. Montgomery, Pres.
s/ Howard Joe Foster, Vice-Pres.
s/ Lois M. Snyder, Commission Member

FINANCIAL REVIEW & UPDATE

The County Administrator presented the Commission with the following documents for review:

- 5th Amended Certificate of Estimated Resources
- February 2012 Sales Tax Collection Report
- 2011 Real Estate Tax Settlement Distribution Report
 - Reflects of the \$26,266,732.62 collected the County General Fund received \$2,165,920.09 or 8.25%

BP SEWER – USDA ANNUAL REPORT

County Administrator Karen Sprague presented the Commission with USDA Annual Report for the BP Sewer System for approval and signing. Ms. Sprague noted the annual report reflects the actual revenues and expenditures for the BP Sewer System for FY 2011 and estimated for FY 2012, as well as providing documentation of users, CORSA liability & property insurance, sewer rates, class I operator contract, bank pledge of collateral letters and list of delinquent accounts. Ms. Sprague noted excellent progress has been made to date with regard to collection of delinquent accounts, which are down to \$64,718.81 as of 2/14/2012 from \$92,000 as of Jan 2011. Mr. Montgomery entertained a motion to approve and sign the annual report as presented. Joe Foster made and Lois Snyder seconded the motion. Roll call votes: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

**AMENDMENT OF JOURNAL
RESOLUTION FOR TERMINATION SERVICES
POLICY FOR DELINQUENT SEWER ACCOUNTS**

Harold Montgomery entertained a motion to amend the Commissioners Journal dated 5/19/11 to include the following resolution as it was approved on that date and was omitted from the journal. Lois Snyder made and Joe Foster seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

The Board of Gallia County Commissioners met in regular open session on this date of May 19, 2011 with the full board present.

Lois Snyder moved that the following Resolution be Adopted:

WHEREAS, the Gallia County Board of Commissioners has the authority to adopt, publish, administer, and enforce the rules for the use of sewer service pursuant to Sec. 6117.01 et seq. of the Revised Code: and

WHEREAS, the Gallia County Board of Commissioners is responsible for providing sewer services to its customers in the most efficient and economical manner; and

WHEREAS, THE Gallia County Board of Commissioners believe that terminating sewer service to those customers who are delinquent in paying for such service would improve the efficiency and economy of providing this service.

THEREFORE BE IT RESOLVED by the Gallia County Commissioners that:

Section 1. *The Gallia County Board of Commissioners authorizes the termination of sewer service of any and all delinquent accounts.*

Section 2. *The Gallia County Board of Commissioners, through the Gallia County Sewer Department, shall enforce this rule concerning the termination of service to delinquent sewer accounts and shall enforce this rule per the Sewer Services Policy on Delinquent Accounts.*

Section 3. *For the purpose of enforcing this rule and providing all rights afforded by due process, the General Manager of the Gallia County Sewer Department is instructed to provide advanced notification of the possible termination of service to all delinquent customers and an opportunity for such customers to challenge disputed bills.*

This resolution shall take effect and be in force upon its adoption. Joe Foster seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

s/ Ms. Lois Snyder, President

s/ Mr. Howard Joe Foster, Vice Pres.

s/ Ms. Harold G. Montgomery, Member

I, Karen Sprague, Administrator, hereby certify this to be a true copy of the proceedings as taken from the minutes of the meeting of the Gallia County Commissioners on this date of 5/19/2011.

s/ Karen Sprague, Administrator

EMS - Memorandum of Understanding (MOU)

Joe Foster made and Lois Snyder seconded the motion to approve the following MOU with Gallipolis City School District for 2012 EMS Service as presented. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

Memorandum of Understanding

The Gallipolis City School Board of Education and the Gallia County Commissioner's Office in recognizing the benefits of serving the citizens of Gallia County, agree to the terms of this MOU.

This MOU, specifically involving the Gallipolis City School District, Transportation Department and the Gallia County Emergency Medical Services (EMS) Department, will be effective March 1, 2012, through August 31, 2012.

At the end of such time, the EMS Director will conduct a cost analysis to determine the prudence of continuing this agreement. If deemed cost effective, this agreement can be extended upon mutual agreement from both parties. This agreement can be terminated by either party at anytime without reason or just cause.

The Board of Education agrees to provide basic maintenance services to vehicles assigned to the EMS Department, approximately seven (7) vehicles in total. Servicing will be billed at a labor rate of \$45.00 an hour in addition to the cost of parts. The Board reserves the right to add up to but not to exceed a 10% mark up on the cost of parts in order to cover its expenses in ordering and delivery. The Transportation Director will provide the Director of EMS with a monthly itemized invoice detailing the costs incurred for that time period. The EMS Department agrees to reimburse the Board of Education for all costs incurred while providing maintenance services to their vehicles.

Gallipolis City School District, Superintendent

Board of Education, President

Board of Education, Vice President

Board of Education Member

Board of Education Member

Board of Education Member

s/ Harold G. Montgomery, President

s/ Howard Joe Foster, Vice-Pres.

s/ Lois M. Snyder, Member

s/ Larry Beyer, EMS Director

Transportation Director

WINGHAVEN CONTRACT AMENDMENT

Director Dana Glassburn met with the Commission to request approval of contract amendment to increase the contract amount for Wing Haven by \$25,000 to a total \$117,500. Joe Foster made and Lois Snyder seconded the motion to approve as presented. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

2012 1st CAUCAS MEETING

Commissioners and County Administrator Karen Sprague left the office at 10 am to attend the 1st Round Caucus meeting with OVRDC for FY 2012 in the second floor meeting room. Returned to meeting at 11:10 am.

EXECUTIVE SESSION - EMA

Interim EMA Director Sherry Daines met with Commission and requested executive session to discuss personnel issues. At 11:18 a.m. the President entertained a motion to enter into executive session with Sherry Daines to discuss personnel and contract issue. Lois Snyder made and Joe Foster seconded the motion; Returned to regular session at 11:35 a.m.; no action taken.

EMA PROPOSAL

Interim EMA Director Sherry Daines presented the Commission with the following request to approve a contract to purchase responder manuals for the emergency service responders in Gallia County.

RE: Responder Manuals Contracts

Dear Commissioners,

Please find attached a contract for your approval to purchase responder manuals for the emergency service responders in Gallia County. I also have a sample available for your inspection.

While reorganizing the EMA office and updating the current grants, I find that there is funding that must be utilized before April 30, 2012 and this is an eligible purchase under the planning section of the grant. I believe these manuals can be a useful resource for our responders and during an event when the EOC is activated.

The manuals will include federal/state contact information, disaster declaration instructions, etc. Daines reported while reorganizing the EMA Office and updating the current grants, it was found there is funding that must be utilized before 4/30/12 and this is an eligible purchase under the planning section of the grant. Further stating it is her belief these manuals can be a useful resource for our responders and during an event when the EOC is activated. The contract proposal is for 250 manuals at \$10,000 from Pam Pierson and Karen Morris, (w-9) on file in Auditor's Office. Lois Snyder made and Joe Foster seconded the motion to approve the contract. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

EMA REORGANIZATION

Interim EMA Director Sherry Daines presented the Commission with the following letter recommending appointment and salaries for the reorganization of the EMA:

With the recent resignation of the Gallia EMA's grants manager position would like to request the official hiring of Timothy A. Miller as deputy director for the EMA office on a part-time basis per my conversation with you on Thursday January 26, 2012. Tim's hourly pay rate will be \$12.00 per hour. Tim is currently a 911 Operator with the Gallia County 911 Center, he has twenty-six (26) years as a fire fighter and nineteen (19) years as a fire service instructor, his resume also includes training in incident command and EMT. I feel that Tim will be a valuable employee to add to the EMA office in our efforts to put together a team that will move the agency forward. Please make this employment retroactive to January 30, 2012.

Lois Snyder made and Joe Foster seconded the motion to approve the appointment as presented. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

ANIMAL SHELTER UPDATE

Dog Warden John McKean met to update the Commissioners on the status of the Animal Shelter. A recent fund raiser held by Washington Elementary School titled "Puppy Love" in conjunction with Valentine's Day on behalf of the animal shelter raised \$1,427 and are also getting donations of food and cleaning supplies. Community Action has people working off time at the Animal Shelter and another from Woodland Centers working community service hours. Commissioner Montgomery asked if there was more the county could do to educate the residents of the state law requirement for licensing dogs in Ohio. Dog tags are on sale at the animal shelter or Gallia County Auditor's Office at a cost of \$7.00 per dog for new dogs. The cost of tags purchased after the deadline of 1/30/2012 will double with penalty (\$14.00), unless it is a new dog to the owner.

OHIO DEFERRED COMP

Representative Chad Moehl with Ohio Deferred Comp met with the Commissioners to provide information about the Ohio Deferred Compensation program which is similar to a 401k for government employees. The employees determine the dollar amount of the deferral and the way the funds are invested. It is a tax deferred retirement program. Gallia County is already a member of the Ohio Deferred Compensation Program and employees can join as they choose to through the Gallia County Auditor's Office and the deduction is handled as a payroll deduction. Supplemental Retirement Account Election Form is a new form that allows the state to obtain information from the employees regarding whether they are interested in the program or not. Moehl asked permission to provide forms for enrollment and program information to all new employees and current employees on a regular basis. Commission advised they would need to check with the Auditor's Office first as they would be the ones distributing the documents to the employees for him to check back within the next couple of weeks.

FFA WEEK PROCLAMATION

The following were in attendance to request approval of a Proclamation for FFA Week in Gallia County: South Gallia FFA - Dave Pope, Tora Duncan & Heather Green. Buckeye Hills FFA - Cory Angell; Gallipolis FFA - Harold Benson & Kari Crance; River Valley FFA - Mariah Hill, Kyla Thaxton, William Holcomb. Lois Snyder made and Joe Foster seconded the motion to make the following proclamation. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.

BELIEVE**FFA WEEK FEBRUARY 18-25, 2012**

Whereas, FFA and agricultural education provide a strong foundation for the youth of America and the future of the food, fiber and natural resources systems; and

Whereas, FFA promotes premier leadership, personal growth and career success among its members; and

Whereas, agricultural education and FFA ensure a steady supply of young professionals to meet the growing demands in the science, business and technology of agriculture; and

Whereas, the FFA motto - "learning to do, doing to learn, earning to live, living to serve"

- gives direction of purpose to these students who take an active role in succeeding in agricultural education;

and

Whereas, FFA promotes citizenship, volunteerism, patriotism and cooperation.

Therefore, I do hereby designate the week of February 18 through 25, 2012, as FFA Week.

s/ Harold G. Montgomery 2/16/2012

HOLZER HEALTH SYSTEM REVENUE BONDS

The Board of County Commissioners of Gallia County, Ohio met in regular session on the 16th day of February, 2012, with the following members present: President Harold G. Montgomery, Vice-President Howard Joe Foster. Also present were Brent Saunders President and CEO of Holzer Health Systems and Erin Sutton representing Peck Shaffer bond counsel. Commissioner Montgomery asked that if the county would need to issue any debt during 2012 would the county still be made whole by Holzer Health Systems. Brent Saunders advised that yes that provision is in the language that Holzer would make the county whole if the need to issue debt during 2012 should arise. Commissioner Montgomery advised he did not foresee anything in the future at this time. Joe Foster introduced the following resolution and moved its adoption:

A RESOLUTION RESCINDING A PRIOR RESOLUTION AND DETERMINING THE NECESSITY OF AND AUTHORIZING THE ISSUANCE AND SALE OF HOSPITAL FACILITIES REVENUE REFUNDING AND IMPROVEMENT BONDS, SERIES 2012 (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 2012 BONDS; AUTHORIZING EXECUTION AND DELIVERY OF BOND PURCHASE AGREEMENTS WITH RESPECT TO THE SERIES 2012 BONDS; AUTHORIZING EXECUTION AND DELIVERY OF A TAX EXEMPTION CERTIFICATE AND AGREEMENT IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2012 BONDS; AUTHORIZING A PRELIMINARY AND FINAL OFFICIAL STATEMENT WITH RESPECT TO THE SERIES 2012 BONDS; AND AUTHORIZING A PUBLIC HOSPITAL AGENCIES AGREEMENT AND OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2012 BONDS.

WHEREAS, this Board of County Commissioners (the "Board") pursuant to a resolution adopted on August 11, 2011 and recorded in Commissioners Journal Volume 46, Pages 126-129 (the "Prior Resolution") authorized the issuance of certain hospital facilities revenue bonds pursuant to Chapter 140 of the Ohio Revised Code; and

WHEREAS, the Board wishes to rescind the Prior Resolution in order to authorize the issuance of the herein authorized hospital facilities revenue bonds which will now provide for the issuance of the bonds in the current calendar year and to authorize a subordinate series of bonds in connection with the financing described herein; and

WHEREAS, this Board has determined to authorize the issuance of Hospital Facilities Revenue Refunding and Improvement Bonds, Series 2012 (Holzer Health System Obligated Group Project) (the "Series 2012 Bonds") of the County of Gallia, Ohio (the "Issuer"), consisting of the Hospital Facilities Revenue Refunding and Improvement Bonds, Series 2012A (Holzer Health System Obligated Group Project), the Hospital Facilities Taxable Revenue Refunding and Improvement Bonds, Series 2012B (Holzer Health System Obligated Group Project) and the Subordinate Hospital Facilities Revenue Bonds, Series 2012C (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 2012 Bonds, (4) financing the payment of amounts due upon the termination of one or more interest rate swap agreements relating to the Prior 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 2012 Bonds, if necessary, and (6) paying certain costs and expenses of the Issuer and the Lessees incurred in connection with the issuance of the Series 2012 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 2012 Bonds and to award the sale thereof to RBC Capital Markets Corporation (the "Underwriter") and/or such other purchasers identified in the herein authorized Bond Purchase Agreements; 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 2012 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 2012 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 2012 Bonds to also provide for the authorization of one or more Bond Purchase Agreements and distribution of a preliminary and final Official Statement for the Series 2012A Bonds and the Series 2012B Bonds and to authorize certain other documents, including a Tax Exemption Certificate and Agreement, in connection with the issuance of the Series 2012 Bonds;

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

SECTION 1. That this Board hereby rescinds the Prior Resolution.

SECTION 2. 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 2012 (Holzer

Health System Obligated Group Project), consisting of the Hospital Facilities Revenue Refunding and Improvement Bonds, Series 2012A (Holzer Health System Obligated Group Project), the Hospital Facilities Taxable Revenue Refunding and Improvement Bonds, Series 2012B (Holzer Health System Obligated Group Project) and the Subordinate Hospital Facilities Revenue Bonds, Series 2012C (Holzer Health System Obligated Group Project). The Series 2012 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 Agreements hereinafter authorized. The Series 2012 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 3. That the Series 2012 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 4. That each of the Series 2012 Bonds authorized hereby shall bear on its face a statement that the Series 2012 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 2012 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 2012 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 5. 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 2012 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 6. 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 2012 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 2012 Bonds and Indenture of Trust shall be effected, including taking all actions necessary to complete the sale of the Series 2012 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 7. 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 8. 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 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 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 10. 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 11. That any member of this Board be and is hereby authorized and directed to execute and deliver, on behalf of the Issuer, one or more Bond Purchase Agreements providing for the sale of the Series 2012 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 Agreements shall set forth the underwriting discount, principal amount, maturities and interest rate or rates on the Series 2012 Bonds, and the execution and delivery of the Bond Purchase Agreements 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 2012 Bonds.

SECTION 12. That this Board hereby covenants that it will restrict the use of the proceeds of the Series 2012A Bonds and the Series 2012C 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 2012A Bonds and the Series 2012C Bonds is authorized and directed to give an appropriate certificate on behalf of the Issuer, on the date of delivery of the Series 2012A Bonds and the Series 2012C 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 13. That the Preliminary Official Statement with respect to the Series 2012A Bonds and the Series 2012B 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 Agreements authorized above in Section 10 of this Resolution.

SECTION 14. 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 2012A Bonds and the Series 2012B 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 15. 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 2012 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 2012 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 16. 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 2012 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 2012A 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 2012 Bonds; and (6) pay certain issuance costs in connection with the Series 2012 Bonds. The amount of Series 2012 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 17. 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 2012 Bonds.

SECTION 18. 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 19. That all resolutions or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

SECTION 20. 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: Mr. Montgomery, Mr. Foster

NAYS:

ABSTENTION: Ms. Snyder

ADOPTED this 16 day of February, 2012.

Sl Karen Sprague

Clerk, Board of County Commissioners, Gallia County, Ohio

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 February 16, 2012, together with an extract from the minutes of the meeting at which that resolution was adopted to the extent pertinent thereto.

Sl Karen Sprague

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

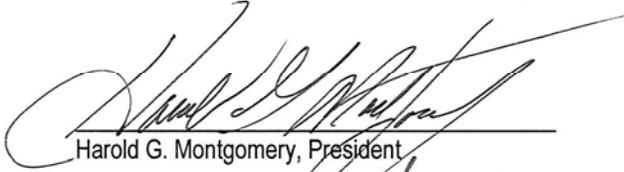
February 16, 2012

EXECUTIVE SESSION
KA SEWER – BONDING COMPANY

Curte Ferguson with Zurich bonding company, Steve Koch the bonding company's construction consultant, Gary Silcott Project Engineer with Stantec and County Prosecutor Jeff Adkins met with the Commission to discuss the KA Sewer Project. Commissioner Montgomery requested executive session to discuss a contract with the bonding company. At 2:40 p.m. the President entertained a motion to enter into executive session with all parties to discuss contract issues with respect to the KA Sewer Project. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea. Returned to regular session at 5:30 p.m.; no action taken.

ADJOURN

At 5:45 p.m. President Montgomery entertained a motion for adjournment. Lois Snyder made and Harold Montgomery seconded the motion. Roll call: Mr. Montgomery, yea; Mr. Foster, yea; Ms. Snyder, yea.



Harold G. Montgomery, President



Terry Hemby, Clerk to the Board

Minutes recorded by: Karen Sprague, County Administrator



Howard J. Foster, Vice President



Lois M. Snyder, Commissioner