

BOARD OF HEALTH MINUTES

September 1, 2016

The Greene County Board of Health met in regular session Thursday, September 1, 2016, at the Greene County Public Health office. The meeting convened at approximately 6:40 p.m. In attendance: Scott Filson, President; Scott Hammond, Elaine Hughes, June Johnson, Andrew Root, Kathy Saunders, and Teresa Zryd. Excused: William Beeman, Charlene Montague and Nancy Terwoord. Absent: Melvin Johnson and Thomas Selden. Staff in attendance: Melissa Branum, Health Commissioner; Robyn Fosnaugh, Jeanette Ghand, Deborah Leopold, Susan Martin and Linda Van Tress. Guests in attendance: Brian Cooper, Umbaugh & Associates; David Graham, Greene County Auditor; and Drew Piersall, Zashin & Rich.

ADOPTION OF AGENDA

#16-09-01-2. Dr. Zryd moved to adopt the agenda. Ms. Hughes seconded the motion.

The agenda was adopted by acclamation.

MINUTES OF PREVIOUS MEETING

#16-09-01-3. Ms. Saunders moved for the approval of the minutes of the August 3, 2016, Greene County Board of Health meeting. Dr. Zryd seconded the motion.

The motion carried by acclamation,

Brian Cooper, Umbaugh and Associates provided an overview of the financial steps and expected terms leading up to the new building project. Mr. Cooper complimented the board and the district on having policies in place that positioned the health district for better financing and noted that Mrs. Branum had done an excellent job keeping the project on track. Mr. Filson asked if it was reasonable to expect the interest rate to remain the same after the first 10 years. Mr. Cooper explained the process and interest rate risk after the first 10 years. Dr. Zryd asked what happens if the health commissioner and the president were no longer available. Mr. Cooper explained that the signature authority is designated to the position not the person.

Mr. Cooper requested that board pass the distributed Authorization of Incurrence of Long-Term Debt.

#16-09-01-4. Mr. Root moved to approve the Authorization of Incurrence of Long-Term Debt as presented.

RECITALS

A. The members of the Board of Health (the "Board"), which is the governing body of the Greene County Combined Health District (the "Borrower"), desire to approve the transactions described below; and

B. The Borrower desires to finance the acquisition, construction, equipping, furnishing, remodeling, renovation, enlarging and improvement of "port authority facilities" as defined in Section 4582.01 of the Ohio Revised Code located on approximately 3.861 acres at 360 Wilson Drive, City of Xenia, Greene County, Ohio (the "Project"), by using proceeds from the sale of not to exceed \$5,500,000 Economic Development Revenue Bonds (Board of Health of the Greene County Combined Health District Project), to be issued in a single or more series, being the Series 2016 Bonds (collectively, the "Bonds") by the Greene County Port Authority, Greene County, Ohio (the "Issuer"); and

C. It is intended that the Bonds will be purchased by The Huntington National Bank, a national banking association, as successor by merger to FirstMerit Bank, N.A. (the "Bank") pursuant to a Bond Financing Agreement among the Borrower, the Bank and the Issuer (the "Agreement"), on terms consistent with the Commitment Letter dated July 7, 2016 from the Bank to the Borrower (the "Commitment Letter"); and

D. To evidence and secure those Bonds and the Borrower's obligations under the Bond Financing Agreement, the Borrower may be required to:

- (i) Enter into the Agreement;
- (ii) Enter into a Tax Exemption Certificate and Agreement, among the Issuer, the Borrower, and the Bank;
- (iii) Enter into a Bank Covenant Agreement between the Borrower and the Bank;
- (iv) Enter into a Disbursement Agreement between the Borrower and the Bank;
- (v) Enter into an Open-End Leasehold Mortgage, Security Agreement and Assignment of Rents and Leases from the Borrower granting to the Bank a first priority mortgage and security interest in the Project;
- (vi) Enter into an Assignment of Leases and Rents from the Borrower granting to the Bank all of Borrower's right, title and interest in and to any and all leases and rents associated with the Project;
- (vii) Enter into an Environmental Agreement among the Borrower, the Issuer, and the Bank;
- (viii) Enter into a Security Agreement between the Borrower and the Bank granting the Bank a security interest in the assets of Borrower ("Security Agreement");
- (ix) Approve the form of UCC-1 Financing Statements to be filed with the Ohio Secretary of State evidencing the pledge made by the Borrower pursuant to the Security Agreement ("UCC-1 Financing Statement"), as well as any UCC Fixture Filings;

- (x) Enter into a Certificate of Total Financed Property executed by Borrower;
and
- (xi) Approve the form of the Bonds;

NOW THEREFORE, BE IT

RESOLVED, that issuance of the Bonds by the Issuer, and the indebtedness to be incurred by the Borrower pursuant to the Agreement are hereby approved and authorized.

RESOLVED FURTHER, that the terms of the Bonds shall be substantially consistent with the financing terms set forth in the Commitment Letter and the Authorized Officers (as defined herein), or either one acting alone, after consultation with legal counsel for the Borrower, are hereby authorized to proceed with the negotiation of the Transaction Documents (as defined herein), and if necessary, authorized to approve the forms of the Transaction Documents with such changes therein, including determination of the interest rate, not inconsistent with this resolution and not substantially adverse to the Borrower, as may be approved by the officer(s) of the Borrower executing the same, and the approval of such changes by such officer(s) and that such changes are not substantially adverse to the Borrower or inconsistent with this resolution shall be conclusively evidenced by the execution of the same by such officer(s); provided however that the original aggregate principal amount of the Bonds shall not exceed \$5,500,000.

RESOLVED FURTHER, that each of the documents referenced in paragraph (D) of the recitals, (collectively, the "Transaction Documents") is hereby approved in such form as shall be approved by and deemed acceptable to Melissa Branum, Health Commissioner of the Borrower and Secretary of the Board (the "Health Commissioner"), and Scott Filson, the President of the Board of the Borrower (collectively, with the Health Commissioner, the "Authorized Officers"), or any one of them, and which are not inconsistent with this resolution and not substantially adverse to the Borrower, and the approval of such forms by such officer(s) and that such forms are not substantially adverse to the Borrower or inconsistent with this resolution shall be conclusively evidenced by the execution of the same by such officer(s).

RESOLVED FURTHER, that: (i) the Authorized Officers, or either one acting alone, is hereby authorized and directed to execute and deliver in the name and on behalf of the Borrower, any evidence required of the approval authorized hereby of the Transaction Documents; (ii) any one or more of such officers is hereby authorized and directed, in connection with the closing of the Bonds, to execute and deliver in the name and on behalf of the Borrower, those Transaction Documents requiring execution by the Borrower, and such other agreements, certificates, indemnifications and the like as may be required in the judgement of such officers, or any one of them, to consummate the transaction contemplated by these resolutions; and (iii) the Borrower is hereby authorized and directed to observe and perform each of its obligations under each of the foregoing documents as so executed and delivered.

RESOLVED FURTHER, that each of the officers of the Borrower, including the Authorized Officers, jointly, or any one or more of them individually, is hereby authorized and directed, after

consultation with legal counsel for the Borrower, to take in the name and on behalf of the Borrower, any and all action as necessary to effect such financing, including without limitation the execution and delivery of any additional agreements, certificates, waivers, consents, amendments or other agreements or instruments deemed appropriate by such officer or officers, the payment of all recording and filing fees, and the observance and performance of the Borrower's obligations and the enforcement of the Borrower's rights thereunder or otherwise with respect to such financing.

FURTHER RESOLVED, that for purposes of complying with Section 1.150-2(e) of the Internal Revenue Code of 1986, as amended, this Board hereby declares that it reasonably expects that proceeds from the Bonds will be utilized to provide reimbursement for expenditures relating to the Project to be located at (or near) 360 Wilson Drive, Xenia, Ohio 45385, within the jurisdiction of the Issuer. Proceeds of the Bonds will be used to finance a maximum principal amount of \$5,500,000 of the costs of the Project, a portion of which total Project cost is reasonably expected to be reimbursed from the proceeds of the Bonds.

RESOLVED FURTHER, that all actions previously taken or that will be taken by any officer of the Borrower in connection with or related to the matters set forth in or reasonably contemplated by these resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respect as the acts and deeds of the Borrower.

RESOLVED FURTHER, that any prior resolutions of the Board to the contrary are hereby superseded and are of no further force and effect.

Ms. Hughes seconded the motion. The roll call vote was recorded as follows:

Scott Filson	Yes	Andrew Root	Yes
Scott Hammond	Yes	Kathy Saunders	Yes
Elaine Hughes	Yes	Teresa Zryd	Yes
June Johnson	Yes		

The motion carried.

EXECUTIVE SESSION

Mrs. Branum requested that the people in attendance be invited to stay for the Executive Session. Mr. Graham asked to be excused.

#16-09-01-5. Dr. Zryd made a motion to move into Executive Session pursuant to Revised Code Section 121.22 (G) (1) to consider pending court action at approximately 6:52 p.m. Ms. Hughes seconded the motion. The roll call vote was recorded as follows:

Scott Filson	Yes	Andrew Root	Yes
Scott Hammond	Yes	Kathy Saunders	Yes
Elaine Hughes	Yes	Teresa Zryd	Yes
June Johnson	Yes		

The motion carried.

Mr. Filson noted that the board was back on the record at approximately 7:50 p.m., following discussion of pending court action and no action was taken in Executive Session.

Mrs. Branum asked the board to authorize Greene County Board of Health President Scott Filson to sign a Confidential Settlement Agreement and Release of All Claims.

#16-09-01-6. Ms. Hughes moved to authorize Greene County Board of Health President Scott Filson to sign the Confidential Settlement Agreement and Release of All Claims. Dr. Zryd seconded the motion.

The motion carried by acclamation.

PRESENTATION

Greene County Auditor David Graham had to leave during Executive Session. His presentation

FINANCIAL REPORTS

Ms. Ghand highlighted items from the Appropriation Transfers, Between Meeting Appropriation Transfers, Fund Transfer(s) and the August Income and Expenditure Report.

Mrs. Branum again offered the services of either herself or Ms. Ghand to any board member who wanted additional education on the financial reports.

#16-09-01-1. Mr. Root moved to approve the bill/voucher summary, appropriation transfer(s), between meeting appropriation transfer(s), fund transfer(s) and the Income and Expenditure Report. Mr. Hammond seconded the motion.

The motion carried by acclamation.

ENVIRONMENTAL HEALTH

No Report.

HEALTH COMMISSIONER'S REPORT

Mrs. Branum highlighted items from the Health Commissioner's Report and answered board questions satisfactorily.

Mrs. Branum noted two additional items to the previously provide report and included:

- the negotiations with the criteria architect must be finalized by 4 p.m., tomorrow or the health district will begin to work with the next group on the shortlist.
- the Help Me Grow program has been divided into two parts at the state level and the health district will need to hire another program manager to meet the requirements of the programs.

COMMITTEE REPORTS

Administrative Evaluation Committee – No Report.

Finance/Audit Committee – No Report.

Personnel Committee – Mr. Filson reported on behalf of the Personnel Committee that a tentative meeting is scheduled for Monday, September 12, 2016, to begin the personnel policy review.

Planning and Evaluation Committee – No Report.

PERSONNEL

Mrs. Branum noted the resignations of Service Coordinators/Home Visitors Patricia Richardson and Lorien Wright; and the hiring of Jared Redmond as Sanitarian-in-Training.

OLD BUSINESS

No Old Business.

NEW BUSINESS

Mrs. Branum noted Dr. Mickle’s letter of resignation. Mrs. Branum has spoken with District Advisory Council Chair Chris Mucher and the current expectation is to leave Dr. Mickle’s at-large seat vacant until the March 2017 meeting of the District Advisory Council.

#16-09-01-7. Dr. Zryd moved:

The Greene County Board of Health wishes to recognize and commend Angelia Mickle for outstanding service to the Greene County Board of Health and the residents of Greene County.

WHEREAS: Dr. Mickle resigned from the Greene County Board of Health; and,

WHEREAS: said resignation ends three years of service to the Greene County Board of Health and the residents of Greene County; and,

WHEREAS: she has demonstrated excellence of service, diligence to duty, and loyalty in the performance of those duties

**SO BE IT RESOLVED
BY THE GREENE COUNTY BOARD OF HEALTH:**

Section 1. That the Greene County Board of Health commends Dr. Mickle for outstanding and empathic service to the Greene County Board of Health and the residents of Greene County.

Section 2. That the Greene County Board of Health is appreciative of Dr. Mickle’s contributions to the Greene County Board of Health.

Section 3. That a copy of this resolution be presented to Dr. Mickle as a small token of the Greene County Board of Health's appreciation for her dedicated service.

Ms. Hughes seconded the motion.

The motion carried by acclamation.

Mr. Filson appointed the following chair and members to a Nominating Committee to develop a slate of officers for 2017:

William Beeman
Melvin Johnson, PhD
Thomas Selden, Chair

Mr. Filson asked for volunteers to fill the unexpired term of vice president due to Dr. Mickle's resignation. Mr. Root volunteered.

#16-09-01-8. Mr. Filson moved to appoint Andrew Root to fill the unexpired term of vice president.

The motion carried by acclamation.

ADDITIONAL BUSINESS

Mrs. Branum noted to the board the inclusion of the 2016 Mid-Year Report and the results of the satisfaction survey included in the board's packets.

Ms. Fosnaugh spoke regarding projects underway to help address cultural and linguistic competencies.

#16-09-01-9. Dr. Zryd moved to adjourn the meeting. Mr. Root seconded the motion.

The September 1, 2016, Greene County Board of Health meeting adjourned at 8:20 p.m.



Scott Filson, President



Melissa A. Branum, Secretary