

Minutes for Monday, November 10, 2025

Commissioners Present: Bell, Prouty, Cameron was attending an 8:00 a.m. meeting at the Chamber and joined the Commissioners at the Open Enrollment meeting.

Staff Present: Susan Reese

RES 25-1102 Meeting was called to order at 8:00 a.m. on the motion of Commissioner Bell and the second of Commissioner Prouty.

Vote was Bell, aye; Prouty, aye; Cameron, absent at the time of voting. Motion carried.

Commissioner Bell moved to approve the payment of bills, pending review.

Seconded by Commissioner Prouty.

Vote was Bell, aye; Prouty, aye; Cameron, absent at the time of voting. Motion carried.

The Clerk was asked to reschedule the meeting with the new Humane Officer, Abby Bash, the Sheriff, ZPD Chief and Dr. Rae Gandolf.

Chris Crook, Redevelopment Specialist, briefly shared some updates.

The Commissioners received and reviewed the October 2025 Financial Reports from the Muskingum County Auditor's Office.

The Commissioners left at 8:45 a.m. to attend the Open Enrollment Meeting at the EMA Office.

The Commissioners returned to the office at 10:10 a.m. and considered the following:

RESOLUTION 25-1103 authorize Melissa J. Bell to sign Pay App #20 and the OWDA reimbursement form for the Licking View Sanitary Sewer Project. This Pay App is for \$180,310.12, Zemba Bros. Inc.

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye. Motion carried.

RESOLUTION 25-1104 authorize Melissa J. Bell to sign on behalf of the Board of Muskingum County Commissioners the Water Pollution Control Loan Fund Application for the Boggs Road Sanitary Sewer Project.

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye. Motion carried.

RESOLUTION 25-1105 extend the time for sealed bids to be submitted for the provision of meal services to the Muskingum County Jail to December 15, 2025, at 9:00 a.m. Bids will be opened immediately afterward.

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye. Motion carried.

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RESOLUTION 25-1106 approve the establishment of new fund, number 103, which does *not* require approval of the State Auditor's Office, and line items as requested by Mark Eicher, Engineer for the Muskingum County Engineer's Office.

ESTABLISH NEW FUND

Purpose of New Fund

The Purpose of this fund is to account for a federally funded grant to provide a Bridge Replacement. The fund will solely be used for local share funds and memo entry of federal funds for the project.

Fund Number

103

Fund Name

MUS-CR7 (first St, Roseville Bridge), PID 118990

Department

368-Highway Dept

CFDA #

20.2025

Classification

Capital project Fund Type-Federal

Grant Period

2026

Grant Administrator

Matt Russell, Nate Wutrick

Matching

5% of Total Cost

Grant Award

95% up to \$1,997,850.00

LINE ITEMS TO BE CREATED

| Revenue: | Description | Fund | Dept. | Account Code |
|---------------|----------------------|------|-------|--------------|
| | ODOT Federal | 103 | 000 | 409046 |
| | Transfer In | 103 | 000 | 414002 |
| Expenditures: | Description | Fund | Dept. | Account Code |
| | Contractual Services | 103 | 368 | 506051 |
| | Federal Memo Entries | 103 | 368 | 506054 |

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye.

Motion carried.

RESOLUTION 25-1107 approve the establishment of new fund, number 120, which does *not* require approval of the State Auditor's Office, and line items as requested by Mark Eicher, Engineer for the Muskingum County Engineer's Office

ESTABLISH NEW FUND

Purpose of New Fund

The purpose of this fund is to account for a federally funded grant to provide a Bridge Replacement. The Fund will solely be used for local share funds and memo entry of federal funds for the project.

Fund Number

120

Fund Name

Mus-TR422/492(Kopchak Rd/Rayner Ln Bridges), PID 115541

Department

368-Highway Dept

CFDA #

20.205

Grant Period

2026

Grant Award

95% up to \$1,567,168.00

Grant Administrator

Matt Russell, Nate Wutrick

Matching

5% of Total Cost

Classification

Capital Project fund Type-Federal

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LINE ITEMS TO BE CREATED

| | | | | |
|----------------------|----------------------|-------------|--------------|---------------------|
| Revenue: | Description | Fund | Dept. | Account Code |
| | ODOT -Federal | 120 | 000 | 409046 |
| | Transfer In | 120 | 000 | 414002 |
| Expenditures: | Description | Fund | Dept. | Account Code |
| | Contractual Services | 120 | 368 | 506051 |
| | Federal Memo Ent | 120 | 368 | 506054 |

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye. Motion carried.

RESOLUTION 25-1108 approve the line item transfer of monies within Fund Number 170 as requested by Peggy Taylor, Office Manager, as follows:

LINE ITEM TRANSFER OF MONIES

| <u>From Line Item</u> | <u>To Line Item</u> | <u>Amount</u> |
|----------------------------------|-----------------------------|---------------|
| 170-372-504001-Contract Services | 170-372-510002-Transfer Out | \$206,908.57 |

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye. Motion carried.

RESOLUTION 25-1109 approve the Supplemental Appropriation of Funds within Fund Number 001, for the Muskingum County Commissioners, as requested by Kacey Stackhouse, Deputy Clerk.

SUPPLEMENTAL APPROPRIATION OF FUNDS

| <u>Description</u> | <u>Account Code</u> | <u>Amount</u> |
|--------------------|---------------------|---------------|
| Capital Projects | 001-114-506040 | \$50,000.00 |

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye. Motion carried.

RESOLUTION 25-1110 approve the decrease & Increase in Appropriations within Fund Number 162 for Muskingum County as follows:

DECREASE APPROPRIATIONS

| <u>Description</u> | <u>Account Code</u> | <u>Amount</u> |
|--------------------|---------------------|---------------|
| Workers Comp | 162-008-502009 | \$42.76 |

INCREASE APPROPRIATIONS

| <u>Description</u> | <u>Account Code</u> | <u>Amount</u> |
|--------------------|---------------------|---------------|
| Workers Comp | 162-007-502009 | \$42.76 |

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye. Motion carried.

RESOLUTION 25-1111 approve the line item transfer of monies within Fund Number 162 as requested by Kate Paul, Executive Director of Center for Seniors, as follows:

LINE ITEM TRANSFER OF MONIES

| <u>From Line Item</u> | <u>To Line Item</u> | <u>Amount</u> |
|----------------------------------|------------------------------|---------------|
| 162-696-504001-Contract Services | 162-696-502009-Workers Comp. | \$2,069.07 |

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye. Motion carried.

Commissioner Bell reported on the CVB Meeting she attended Friday, where they discussed their future branding campaign.

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Commissioner Cameron reported on the Chamber Meeting she attended this morning. They have hired a new receptionist and will be hiring a new Membership Coordinator.

Mike Reiter, Director SEO Joint Solid Waste, asked the Commissioners how much they would be asking for next year for their Muskingum County employee...\$39,000.

The Commissioners discussed an email from Roni at Brave Beginnings, but have heard nothing further from Jeff Stankunus.

Tina Huebner, Auditor; Kathleen Clark, FHN Financial and Kade Haddox, County Administrator met to discuss Note Renewal. Allison Binkley, Bond Counsel, Squire Patton Boggs joined virtually. The following was presented and considered:

RESOLUTION 25-1113

WHEREAS, pursuant to Resolution No. 24-1077 adopted on November 14, 2024, notes in anticipation of bonds in the principal amount of \$34,000,000, dated December 23, 2024 (the "Outstanding Notes"), were issued for the purpose described in Section 1, to mature on December 17, 2025; and

WHEREAS, this Board finds and determines that the County should retire the Outstanding Notes with the proceeds of the Notes described in Section 3 and other funds available to the County; and

WHEREAS, this Board has requested that the County Auditor, as fiscal officer of this County, certify the estimated life or period of usefulness of the Improvement described in Section 1, the estimated maximum maturity of the Bonds described in Section 1 and the maximum maturity of the Notes described in Section 3 to be issued in anticipation of the Bonds; and

WHEREAS, the County Auditor has certified to this Board that the estimated life or period of usefulness of the Improvement described in Section 1 is at least five (5) years, the estimated weighted average maximum maturity of the Bonds described in Section 1 is thirty-six (36) years, and the maximum maturity of the Notes described in Section 3, to be issued in anticipation of the Bonds, is December 23, 2044;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Muskingum, State of Ohio, that:

Section 1. Authorized Principal Amount of Anticipated Bonds; Purpose. It is necessary to issue bonds of this County in the maximum aggregate principal amount of \$34,000,000 (the "Bonds") for the purpose of paying the costs of the acquisition, construction, equipping and installation of a correctional facility and county jail, including the costs of design and engineering, together with all necessary appurtenances thereto (the "Improvement").

Section 2. Estimated Bond Terms. The Bonds shall be dated approximately December 1, 2026, shall bear interest at the now estimated rate of 6.00% per year, payable semiannually until the principal amount is paid, and are estimated to mature in thirty-six (36) annual principal installments on December 1 of each year and in such amounts that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable shall be substantially equal. The first interest payment on the Bonds is estimated to be June 1, 2027. The first principal payment of the Bonds is estimated to be December 1, 2027.

Section 3. Authorized Principal Amount of Notes; Dating; Interest Rate. It is necessary to issue and this Board determines that notes in the maximum aggregate principal amount of \$34,000,000 (the "Notes") shall be issued, in one or more series, in anticipation of the issuance of the Bonds for the purpose described in Section 1 and to retire, together with other funds

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available to the County, the Outstanding Notes and to pay any financing costs.

To the extent the County Auditor determines that it would be in the best interest of and financially advantageous to the County and to facilitate the sale of the Notes, the Notes may be issued in two separate series. For purposes of Chapter 133 of the Ohio Revised Code, this Resolution is hereby designated as the authorizing legislation for both series of the Notes.

The principal amount of Notes to be issued (not to exceed the stated maximum principal amount) shall be determined by the County Auditor in the certificate awarding the Notes in accordance with Section 6 of this Resolution (the "Certificate of Award") as the amount which, along with other available funds of the County, is necessary to provide for the retirement of the Outstanding Notes and to pay any financing costs. The Notes shall be dated the date of issuance and shall mature not more than one year following the date of issuance; provided that the County Auditor shall establish the maturity date in the Certificate of Award. The Notes shall bear interest at a rate or rates not to exceed 6.00% per year (computed on the basis of a 360-day year consisting of twelve 30-day months), payable at maturity and until the principal amount is paid or payment is provided for. The rate or rates of interest on the Notes shall be determined by the County Auditor in the Certificate of Award in accordance with Section 6 of this Resolution.

The County Auditor may determine if it is in the best interest of and financially advantageous to the County that the Notes shall be subject to optional redemption by and at the sole option of the County, in whole or in part, on any date prior to maturity (and series if applicable) and at such redemption price, plus accrued interest to the redemption date, all of which terms shall be set forth in the Certificate of Award and/or the Note Purchase Agreement. Notice of redemption, identifying the Notes or portions thereof, to be called, shall be mailed by certified mail to the registered holders thereof not less than thirty (30) days prior to the date of redemption. Notice having been mailed in the manner provided in the preceding sentence hereof, the Notes and portions thereof called for redemption shall become due and payable on the redemption date, and upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Notes or portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Paying Agent (as defined below) on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Notes or portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Notes or portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption.

Section 4. Payment of Debt Charges; Paying Agent. The debt charges on the Notes shall be payable in lawful money of the United States of America, or in Federal Reserve funds of the United States of America as determined by the County Auditor in the Certificate of Award, and shall be payable, without deduction for services of the County's paying agent, at the office of a bank or trust company designated by the County Auditor in the Certificate of Award after determining that the payment at that bank or trust company will not endanger the funds or securities of the County and that proper procedures and safeguards are available for that purpose or at the office of the County Auditor if agreed to by the County Auditor and the Original Purchaser (as defined in Section 6) (the "Paying Agent").

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The County Auditor shall sign and deliver, in the name and on behalf of the County, the Note Registrar Agreement between the County and the Paying Agent, in substantially the form as is now on file with the Clerk of this Board. The Note Registrar Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Auditor on behalf of the County, all of which shall be conclusively evidenced by the signing of the Note Registrar Agreement or amendments thereto. The County Auditor shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Note Registrar Agreement, except to the extent paid or reimbursed by the original purchaser in accordance with the Certificate of Award, from the proceeds of the Notes to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose. If determined necessary by the County Auditor, the form of the Note Registrar Agreement may be separated into two Note Registrar Agreements, one for each series of the Notes.

Section 5. Execution of Notes; Book Entry System. The Notes shall be signed by at least two members of this Board and by the County Auditor, in the name of the County and in their official capacities, provided that all but one of those signatures may be a facsimile. The Notes shall be issued in one lot for each series and in minimum denominations of \$5,000 (and may be issued in denominations in such amounts in excess thereof as requested by the Original Purchaser and approved by the County Auditor) and with numbers as requested by the Original Purchaser and approved by the County Auditor. The entire principal amount may be represented by a single note and may be issued as fully registered securities (for which the County Auditor will serve as note registrar) and in book-entry or other uncertificated form in accordance with Section 9.96 and Chapter 133 of the Ohio Revised Code if it is determined by the County Auditor that issuance of fully registered securities in that form will facilitate the sale and delivery of the Notes. The Notes shall not have coupons attached, shall be numbered as determined by the County Auditor and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution. As used in this Section and this Resolution:

“Book entry form” or “book entry system” means a form or system under which (a) the ownership of beneficial interests in the Notes and the principal of and interest on the Notes may be transferred only through a book entry, and (b) a single physical Note certificate in fully registered form is issued by the County and payable only to a Depository or its nominee as registered owner, with the certificate deposited with and “immobilized” in the custody of the Depository or its designated agent for that purpose. The book entry maintained by others than the County is the record that identifies the owners of beneficial interests in the Notes and that principal and interest.

“Depository” means any securities depository that is a clearing agency registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of beneficial interests in the Notes or the principal of and interest on the Notes, and to effect transfers of the Notes, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company).

“Participant” means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies and clearing corporations. The Notes may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (a) the Notes may be issued in the form of a single Note made payable to the Depository or its nominee and immobilized in the custody of the Depository or its

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agent for that purpose; (b) the beneficial owners in book entry form shall have no right to receive the Notes in the form of physical securities or certificates; (c) ownership of beneficial interests in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (d) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Notes for use in a book entry system, the County Auditor may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the County Auditor does not or is unable to do so, the County Auditor, after making provision for notification of the beneficial owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Notes from the Depository, and shall cause the Notes in bearer or payable form to be signed by the officers authorized to sign the Notes and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The County Auditor is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry system for the Notes, after determining that the signing thereof will not endanger the funds or securities of the County.

Section 6. Award and Sale of the Notes. The Notes shall be sold at not less than 97% of par plus accrued interest (if any) at private sale to the original purchaser designated by the County Auditor in the Certificate of Award (the "Original Purchaser") in accordance with law and the provisions of this Resolution, the Note Purchase Agreement and the Certificate of Award. The County Auditor shall sign the Certificate of Award referred to in Section 3 fixing the interest rate or rates which the Notes shall bear and evidencing that sale to the Original Purchaser, cause the Notes to be prepared, and have the Notes signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Notes if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price.

The Note Purchase Agreement between the County and the original purchaser and now on file with the Clerk of this Board is approved, and the County Auditor is authorized to sign and deliver, on behalf of the County, the Note Purchase Agreement with such changes that are not inconsistent with the provisions of this Resolution, are not materially adverse to the interests of the County and are approved by the County Auditor. Any such changes to the Note Purchase Agreement are not materially adverse to the interests of the County and are approved by the County Auditor shall be evidenced conclusively by the signing of the Note Purchase Agreement by the County Auditor. If determined necessary by the County Auditor, the form of the Note Purchase Agreement may be separated into two Note Purchase Agreements, one for each series of the Notes.

The County Commissioners, or any of them, the County Auditor, the Prosecuting Attorney, the Assistant Prosecuting Attorney, the County Treasurer, the Clerk of this Board and other County officials, as appropriate, and any person serving in an interim or acting capacity for any such official, each are authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution. Any actions heretofore taken by the County Commissioners, or any of them, the County Auditor, the Prosecuting Attorney, the Assistant Prosecuting Attorney, the County Treasurer, the Clerk of this Board and other County

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official, as appropriate, in doing any and all acts necessary in connection with the issuance and sale of the Notes are hereby ratified and confirmed. The County Auditor is authorized, if it is determined to be in the best interest of the County, to combine the issue of Notes with one or more other note issues of the County into a consolidated note issue pursuant to Section 133.30(B) of the Ohio Revised Code.

The respective principal amounts of the Notes to be issued for each series shall be determined by the County Auditor in the Certificate of Award, having due regard to the best interest of and financial advantages to the County. To the extent the County Auditor determines that it would be in the best interest of and financially advantageous to the County and to facilitate the sale of the Notes, a separate series designation may be assigned to the respective principal amounts of the Notes to be issued in the Certificate of Award; provided that the County Auditor may provide for the sales of such Notes with separate series designation through the execution of separate Certificates of Award and Note Purchase Agreements evidencing such sales and the provisions of Sections 3 and 6 shall apply to each such sale, and references to "Certificate of Award," "Closing Date," "Note Purchase Agreement," "Original Purchaser" and "Note Registrar" or "Paying Agent", shall include the Certificate of Award, Closing Date, Note Purchase Agreement, Original Purchaser and Paying Agent for the Notes sold separately pursuant to this Section 6. To the extent that the County Auditor determines that it would be in the best interest of the County and elects to utilize the Ohio Market Access Program (the "Ohio Market Access Program") which is administered by the Treasurer of the State of Ohio (the "Treasurer"), the County Auditor are authorized to sign and deliver, in the name and on behalf of the County, the Standby Note Purchase Agreement (the "Standby Note Purchase Agreement") in substantially the form as presented to this Board with such changes as are not materially adverse to the County and as may be approved by the officers of the County executing the Standby Note Purchase Agreement. The County acknowledges the agreement of the Treasurer in the Standby Note Purchase Agreement that, in the event the County is unable to repay the principal amount and accrued and unpaid interest of the Notes at their maturity, whether through its own funds or through the issuance of other obligations of the County, the Treasurer agrees to (a) purchase the Notes from the holders or beneficial owners thereof upon their presentation to the Treasurer for such purchase at a price of par plus accrued interest to maturity or (b) purchase renewal notes of the County in a principal amount not greater than the principal amount of the Notes plus interest due at maturity, with such renewal notes bearing interest at the Renewal Note Rate (as defined in the Standby Note Purchase Agreement), maturing not more than one year after the date of their issuance, and being prepayable at any time with 30 days' notice, provided that in connection with the Treasurer's purchase of such renewal notes the County shall deliver to the Treasurer an unqualified opinion of nationally recognized bond counsel that (i) such renewal notes are the legal, valid and binding general obligations of the County, and the principal of and interest on such renewal notes, unless paid from other sources, are to be paid from the proceeds of the levy of ad valorem taxes, within the ten-mill limitation imposed by law, on all property subject to ad valorem taxes levied by the County and (ii) interest on the renewal notes is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code, as amended, to the same extent that interest on the Notes is so excluded. If determined necessary by the County Auditor, the form of the Standby Note Purchase Agreement may be separated into two Standby Note Purchase Agreements, one for each series of the Notes.

The officers signing the Notes are authorized to take all actions that may in their judgment reasonably be necessary to provide for the Standby Note Purchase Agreement, including but not limited to the inclusion of a notation on the form of the Notes providing notice to the holders or

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beneficial owners of the existence of the Standby Note Purchase Agreement and providing instructions to such holders or beneficial owners regarding the presentation of the Note for purchase by the Treasurer at stated maturity.

Section 7. Application of Note Proceeds. The proceeds from the sale of the Notes received by the County (or withheld by the Original Purchaser or deposited with the Paying Agent, in each case on behalf of the County) shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Notes are being issued. The Note Purchase Agreement and/or the Certificate of Award may authorize the Original Purchaser to (a) withhold certain proceeds from the sale of the Notes or (b) remit certain proceeds from the sale of the Notes to the Paying Agent, in each case to provide for the payment of certain financing costs on behalf of the County. If proceeds are remitted to the Paying Agent in accordance with this Section 7, the Paying Agent shall be authorized to create a fund in accordance with the Note Registrar Agreement and/or the Certificate of Award for that purpose. Any portion of those proceeds received by the County (after payment of those financing costs) representing premium or accrued interest shall be paid into the Bond Retirement Fund.

Section 8. Application and Pledge of Bond or Renewal Note Proceeds or Excess Funds. The par value to be received from the sale of the Bonds or of any renewal notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used to pay the debt charges on the Notes at maturity and are pledged for that purpose.

Section 9. Official Statement, Rating, Bond Insurance, Continuing Disclosure and Financing Costs. (a) Primary Offering Disclosure – Official Statement. The County Commissioners and the County Auditor are each authorized and directed, on behalf of the County and in their official capacities, to (i) prepare or cause to be prepared, and make or authorize modifications, completions or changes of or supplements to, a disclosure document in the form of an official statement relating to the original issuance of the Notes in substantially the form as is now on file with the Clerk of this Board, (ii) determine, and to certify or otherwise represent, when the official statement is to be “deemed final” (except for permitted omissions) by the County as of its date or is a final official statement for purposes of paragraph (b) of Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 (the “Rule”), (iii) use and distribute, or authorize the use and distribution of those official statements and any supplements thereto in connection with the original issuance of the Notes, and (iv) complete and sign those official statements and any supplements thereto as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of those official statements and any supplements, as they may deem necessary or appropriate. (b) Application for Rating or Bond Insurance. If, in the judgment of the County Auditor, the filing of an application for (i) a rating on the Notes by one or more nationally recognized rating agencies, or (ii) a policy of insurance from a company or companies to better assure the payment of principal of and interest on the Notes, is in the best interest of and financially advantageous to this County, the County Auditor is authorized to prepare and submit those applications, to provide to each such agency or company such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating or policy, except to the extent otherwise paid or reimbursed pursuant to the Note Purchase Agreement and/or the Note Registrar Agreement, from the proceeds of the Notes to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. The County Auditor is hereby authorized, to the extent necessary or required, to enter into any agreements, in the name of and on behalf of the County, that the County Auditor determines to be necessary in connection with the obtaining of that bond

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insurance. (c) Agreement to Provide Continuing Disclosure. For the benefit of the holders and beneficial owners from time to time of the Notes, the County agrees to provide or cause to be provided such financial information and operating data, audited financial statements and notices of the occurrence of certain events, in such manner as may be required for purposes of the Rule. The County Auditor is authorized and directed to complete, sign and deliver the Continuing Disclosure Agreement, in the name and on behalf of the County, in substantially the form as is now on file with the Clerk of this Board. The Continuing Disclosure Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the County and that are approved by the County Auditor on behalf of the County, all of which shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement or amendments thereto.

The County Auditor is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing required under the Rule, the County Auditor shall consult with and obtain legal advice from, as appropriate, the Prosecuting Attorney and bond or other qualified independent special counsel selected by the County. The County Auditor, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made. The performance by the County of its Continuing Disclosure Agreement shall be subject to the annual appropriation of any funds that may be necessary to perform it.

(d) Financing Costs. The expenditure of the amounts necessary to pay any Financing Costs in connection with the Notes, to the extent not paid or reimbursed by the Original Purchaser and/or the Paying Agent pursuant to the Certificate of Award, the Note Purchase Agreement and/or the Note Registrar Agreement, is authorized and approved, and the County Auditor is authorized to provide for the payment of any such amounts and costs from the proceeds of the Notes to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

Section 10. Provision for Tax Levy. During the year or years in which the Notes are outstanding, there shall be levied on all the taxable property in the County, in addition to all other taxes, the same tax that would have been levied if the Bonds had been issued without the prior issuance of the Notes. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Notes or the Bonds when and as the same fall due.

Section 11. Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Notes in such manner and to such extent as may be necessary so that (a) the Notes will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Notes will not be an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Notes to be and remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would

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adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Notes to the governmental purpose of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Auditor, as the fiscal officer, or any other officer of the County having responsibility for issuance of the Notes is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the County with respect to the Notes as the County is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Notes or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties with respect to the Notes, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments with respect to the Notes, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Notes, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Notes, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Notes, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Notes. The County Auditor or any other officer of the County having responsibility for issuance of the Notes is specifically authorized to designate the Notes as “qualified tax-exempt obligations” if such designation is applicable and desirable, and to make any related necessary representations and covenants.

Each covenant made in this Section with respect to the Notes is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Notes (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Notes from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this Section to take with respect to the Notes.

Section 12. Bond Counsel. The legal services of the law firm of Squire Patton Boggs (US) LLP, as bond counsel, are hereby retained. Those legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the authorization, sale and issuance of the Notes and securities issued in renewal of the Notes and rendering at delivery related legal opinions, all as set forth in the form of engagement letter from that firm which is now on file in the office of the Clerk of this Board. In providing those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of this County in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State of Ohio, any county or municipal corporation or of this County, or the execution of public trusts. For those legal services, that firm shall be paid just and reasonable compensation and shall be reimbursed for actual out-of-pocket expenses incurred in providing those legal services. To the

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extent they are not paid or reimbursed pursuant to the Note Purchase Agreement, the Note Registrar Agreement and/or the Certificate of Award, the County Auditor is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm. The amounts necessary to pay those fees and any reimbursement are hereby appropriated from the proceeds of the Notes, if available, and otherwise from available moneys in the General Fund.

Section 13. Certification and Delivery of Resolution and Certificate of Award. The Clerk of this Board is directed to promptly deliver or cause to be delivered a certified copy of this Resolution to the County Auditor and obtain a receipt therefor.

Section 14. Satisfaction of Conditions for Note Issuance. This Board determines that all acts and conditions necessary to be done or performed by the County or to have been met precedent to and in the issuing of the Notes in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Notes have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described in Section 10) of the County are pledged for the timely payment of the debt charges on the Notes; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Notes.

Section 15. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board or any of its committees, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Section 16. Captions and Headings. The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

Section 17. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

Motion made by Commissioner Cameron, seconded by Commissioner Prouty.

Roll Call: Bell, aye; Prouty, aye; Cameron, aye.

Motion carried.

A call was placed and a message left for Jeff Stankunus, CORSA Attorney, to discuss Heroes Landing and Brave Beginnings.

A call was placed to Roni, Executive Director of Brave Beginnings for further discussion.

The Commissioners adjourned for lunch to resume session at 1:00 p.m. at which time the following was considered:

RESOLUTION 25-1114 declare an Executive Session at 1:00 p.m. for the purpose of discussing Economic Development Matters of Muskingum County. This session ended about 2:25 p.m.

Motion made by Commissioner Bell, seconded by Commissioner Cameron.

Roll call: Bell, aye; Prouty, absent from session, listened by phone; Cameron, aye.

Motion carried.

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The Commissioners spoke with Licking County ARPA Coordinator, Ken Oswalt, regarding the Malouf/Heroes Landing lawsuit.

The Commissioners returned a phone call to Roni from Brave Beginnings and left a message.


With no further business being before the Board, the meeting was adjourned at approximately 3:53 p.m. on the motion of Commissioner Cameron and the second of Commissioner Bell.



Melissa J. Bell



Drake L. Prouty



Cindy S. Cameron