

**BAZETTA TOWNSHIP TRUSTEES
SPECIAL MEETING MEETING**

Date: March 7, 2016 at 11:00am
Bazetta Township Administration Building
3372 State Route 5
Cortland, Ohio 44410

Present:
Chairman Trustee Paul Hovis
Trustee Frank Parke
Vice Chairman Trustee Ted Webb
Fiscal Officer Rita K. Drew

084-16 To approve the attached *RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF NOT TO EXCEED \$1,400,000 OF BONDS TO PAY COSTS OF CONSTRUCTING, IMPROVING AND EQUIPPING A TOWNSHIP FIRE STATION AND ALL NECESSARY RELATED APPURTENANCES*

Motion: Trustee Webb
Second: Trustee Parke
Vote: Trustee Hovis – Yes Trustee Parke - Yes Trustee Webb - Yes

085-16 To approve the attached *Huntington Bank Term Sheet.*

Motion: Trustee Parke
Second: Trustee Webb
Vote: Trustee Hovis – Yes Trustee Parke - Yes Trustee Webb - Yes

086-16 To approve the attached *Certificate of Award.*

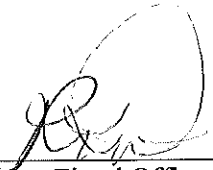
Motion: Trustee Webb
Second: Trustee Parke
Vote: Trustee Hovis – Yes Trustee Parke - Yes Trustee Webb - Yes

087-16 To award the bid for Bazetta Township Fire Department Fire Station to Milcam Inc., the low bidder at \$1,310,000.00 with lighting addendum of \$6,200.00.

Motion: Trustee Webb
Second: Trustee Parke
Vote: Trustee Hovis – Yes Trustee Parke - Yes Trustee Webb - Yes

088-16 To adjourn the meeting at 6:02pm.

Motion: Trustee Webb
Second: Trustee Parke
Vote: Trustee Hovis – Yes Trustee Parke - Yes Trustee Webb - Yes



Attested by: Fiscal Officer Rita K. Drew

Dated: 03-07-16



Approved by: Chairman Trustee Paul Hovis

Dated: 03-11-16

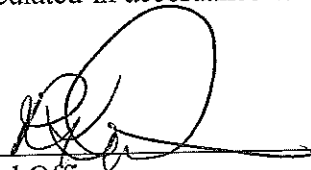
FISCAL OFFICER'S CERTIFICATE

TO THE BOARD OF TRUSTEES OF
BAZETTA TOWNSHIP, COUNTY OF TRUMBULL, OHIO:

As fiscal officer of Bazetta Township, County of Trumbull, Ohio, I certify in connection with your proposed issue of not to exceed \$1,400,000 of bonds (the Bonds) to pay costs of constructing, improving and equipping a Township fire station and all necessary related appurtenances (the improvement), that:

1. The estimated life or period of usefulness of the improvement is at least five years.
2. The maximum maturity of the Bonds, calculated in accordance with Section 133.20 of the Revised Code, is 30 years.

Dated: March 7, 2016



Fiscal Officer
Bazetta Township, County of Trumbull, Ohio

The Board of Trustees of Bazetta Township met in special session on March 7, 2016, commencing at 11:00 a.m., at the Bazetta Township Administration Building, Bazetta Township, Ohio, with the following members present:

Trustee Paul Hovis Trustee Frank Parke Trustee Ted Webb

The Fiscal Officer advised the Board that the notice requirements of Section 121.22 of the Ohio Revised Code and the implementing rules adopted by the Board pursuant thereto were complied with for the meeting.

Trustee Webb moved the adoption of the following resolution and Trustee Parke seconded the motion:

A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF NOT TO EXCEED \$1,400,000 OF BONDS TO PAY COSTS OF CONSTRUCTING, IMPROVING AND EQUIPPING A TOWNSHIP FIRE STATION AND ALL NECESSARY RELATED APPURTENANCES.

WHEREAS, the Fiscal Officer, as fiscal officer of this Township, has certified to this Board that the estimated life or period of usefulness of the improvement described in Section 1 is at least five years and the estimated maximum maturity of the Bonds described in Section 1 is 30 years;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Bazetta Township, Trumbull County, Ohio, that:

Section 1. It is necessary to issue bonds of this Township pursuant to Section 505.262 of the Revised Code and in accordance with Chapter 133 of the Revised Code in the aggregate principal amount of not to exceed \$1,400,000 (the Bonds), to pay costs of constructing, improving and equipping a Township fire station and all necessary related appurtenances. The Bonds shall be designated "Township Fire Station Construction Bonds, Series 2016" and shall be dated the date of issuance, now estimated to be March 18, 2016. The Bonds shall be issued in one lot and only as fully registered bonds, and the entire principal amount may be represented by a single bond with multiple maturities of principal in amounts equal to the authorized denominations as set forth below.

The Bonds shall mature on December 1 of each of the years from 2016 through 2030, commencing December 1, 2016, unless otherwise as determined in the Certificate of Award, but in any event the last principal payment shall not be any later than December 1, 2046, in annual principal installments such that the total principal amount and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the amount of those payments in any other such fiscal year.

The Bonds shall bear interest at the rate or rates per year as shall be determined by the Fiscal Officer in the certificate signed in accordance with Section 6 of this Ordinance (the Certificate of Award), which such rate shall not exceed 3.00% per year, payable on December 1 of each year (the Interest Payment Dates), commencing December 1, 2016, unless otherwise

determined in the Certificate of Award, until the principal amount has been paid or provided for. The Bonds of any one maturity shall all bear the same rate of interest and shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from the date of the Bonds.

If the Fiscal Officer determines in the Certificate of Award that it is in the best interest of and financially advantageous to the Township, the Bonds shall be prepayable without penalty or premium, or with a premium not to exceed 3% of the principal amount to be redeemed, at the option of the Township at any time prior to maturity as provided in this Resolution. Prepayment prior to maturity shall be made by deposit with the Bond Registrar of the principal amount of the Bonds together with interest accrued thereon to the date of prepayment. The Township's right of prepayment shall be exercised by mailing a notice of prepayment, stating the date of prepayment and the name and address of the Bond Registrar, by certified or registered mail to the Original Purchaser (as defined herein) of the Bonds not less than seven days prior to the date of that deposit, unless that notice is waived by the Original Purchaser of the Bonds. If money for prepayment is on deposit with the Bond Registrar on the specified prepayment date following the giving of that notice (unless the requirement of that notice is waived as stated above), interest on the principal amount prepaid shall cease to accrue on the prepayment date, and upon the request of the Fiscal Officer the Original Purchaser of the Bonds shall arrange for the delivery of the Bonds at the designated office of the Bond Registrar for prepayment and surrender and cancellation.

Section 2. The Bonds shall be signed by at least two members of this Board and the Fiscal Officer in their official capacities, provided that all of those signatures may be a facsimile. The Bonds shall be issued in the denominations and numbers as requested by the Original Purchaser (as defined in Section 6) and approved by the Fiscal Officer, shall be numbered as determined by the Fiscal Officer, 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. No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar (as defined in Section 3) as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, this Resolution.

Section 3. The Fiscal Officer is hereby appointed to act as the authenticating agent, registrar, transfer agent and paying agent for the Bonds (the Bond Registrar).

Section 4. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal shall be payable when due upon presentation and surrender of the Bonds at the office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register (as defined in Section 5) at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date (the Record Date). If a single Bond is issued in accordance with this Resolution, principal and interest shall be paid upon presentation of the Bond for the proper endorsement of such payments.

Section 5. So long as any of the Bonds remain outstanding, the Township will cause the Bond Registrar to maintain and keep at its office all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the Bond Register). Subject to the provisions of Section 4, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of this Resolution. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the Township nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the Township's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

Any Bond may be exchanged for Bonds of any authorized denomination upon presentation and surrender at the office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so, in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so, in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations requested by the registered owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the Township are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the Township. In all cases of Bonds exchanged or transferred, the Township shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the registered owner, except that the Township and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The Township or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the Township, evidencing the same debt, and entitled to the same security and benefit under this Resolution, as the Bonds surrendered upon that exchange or transfer.

Section 6. The Bonds are hereby awarded and sold to The Huntington Public Capital Corporation, unless otherwise determined in the Certificate of Award (the Original Purchaser), at a price of par plus accrued interest, if any, in accordance with law and the provisions of this Resolution. The Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price. The Fiscal Officer and the members of this Board, as appropriate, each are authorized and directed to sign any transcript certificates, financial statements, other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

Section 7. The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

Section 8. There shall be levied on all the taxable property in the Township, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. 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 Bonds when and as the same fall due.

Section 9. The Township covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Code, or (ii) be treated other than as bonds to which Section 103(a) of the Code applies, and (b) the interest thereon will not be treated as a preference item under Section 57 of the Code.

The Township further covenants that (a) it will take or cause to be taken such actions which may be required of it for the interest on the Bonds 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 which would adversely affect that exclusion, and (c) that it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate rebate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of 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 Fiscal Officer, as the fiscal officer, or any other officer of this Board or any official of the Township having responsibility for issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation (including designation of the Bonds as "qualified tax-exempt obligations" if such designation is applicable and desirable), choice, consent, approval, or waiver on behalf of this Board or the Township with respect to the Bonds as this Board or the Township is permitted or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds 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 of penalties, 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, as determined by that officer, 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 this Board or the Township, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of this Board and the Township, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of this Board regarding the amount and use of all the proceeds of the Bonds, 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 Bonds.

Section 10. The Fiscal Officer is directed to deliver a certified copy of this Resolution and a signed copy of the Certificate of Award to the Trumbull County Auditor.

Section 11. This Township determines that all acts and conditions necessary to be performed by the Township or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the Township have been performed and have been met, or will at the time of delivery of the Bonds 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 8) of the Township are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 12. 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 committees, and that all deliberations of this Board and of any committees that resulted in those formal actions were in meetings open to the public in compliance with the law.

Section 13. This Resolution shall be in full force and effect from and immediately after its adoption.

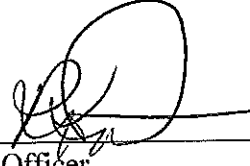
The foregoing motion having been put to vote, the result of the roll call was as follows:

Trustee Hovis Yes Trustee Parke Yes

Trustee Webb Yes

FISCAL OFFICER'S CERTIFICATE

The undersigned, Fiscal Officer of Bazetta Township, Ohio, does hereby certify that the foregoing is a true and correct copy of a Resolution of the Board of Trustees duly adopted on March 7, 2016, and appearing upon the official records of said Township.



Fiscal Officer
Bazetta Township, Ohio



TERM SHEET

Date: March 4, 2016

Issue: Fire Station Improvement Bonds, Series 2016 (the "Bonds")

Issuer/Borrower: Bazetta Township ("Issuer")

Purchaser/Lender: Huntington Public Capital Corporation ("Huntington")

Security: Limited Tax General Obligation

Principal Amount: \$1,400,000.00

Use of Proceeds: Construction, Improving and Equipping Fire Station

Bond Counsel: Squire Patton Boggs (US) LLP

Purchaser's Counsel: TBD

Closing Date: March 18, 2016

Tax Status: Tax-Exempt (Bank Qualified)

Final Maturity: December 1, 2030

Interest Rate: 2.80%

Rate Adjustment: If the funding of the Bonds has not occurred by March 30, 2016, then the Interest Rate and payment will be adjusted to maintain Huntington's economics as of the date of issuing this Term Sheet.

Fee to Huntington: \$0.00

Transaction Fees: All transaction fees, including those of Bond Counsel, shall be the responsibility of the Issuer.

Interest Payments: Due and payable annually on December 1, commencing on December 1, 2016.

Principal Payments: Due and payable annually on December 1 pursuant to the schedule attached.

Optional Prepayment: The Bonds are not subject to optional redemption, in whole, until after December 1, 2021. The Bonds are subject to optional redemption, in part, at any time.

Direct Placement: Huntington is extending credit as a lender in the usual course of its loan business through the purchase of the Bonds for its own account in its normal and customary business practice, with no current intention on the resale, distribution or transfer thereof.

Term Bond Election: The Bonds will be a single certificate term bond, with principal payments representing mandatory principal redemptions.

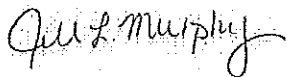
Documentation: Transaction documents shall be prepared by Bond Counsel, subject to review and approval by Huntington and its Purchaser's Counsel.

Paying Agent: Bazetta Township

Rating: Not required by Huntington
POS/Official Statement: Not required by Huntington
CUSIP: Not required by Huntington
DTC Closing: Not required by Huntington
Proposal Expiration: This proposal shall expire at Huntington's option if (a) Huntington has not received the issuer's written acceptance by March 18, 2016 or (b) if the closing date of the Bonds has not occurred by March 30, 2016

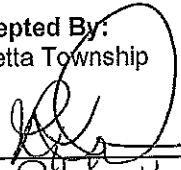
Should you have any questions regarding this term sheet, please do not hesitate to contact me.

Respectfully Submitted,



Jill Murphy, Vice President
 Director of Business Development – Huntington Public Capital
 Phone: 330-841-0179
 Email: Jill.Murphy@Huntington.com

Accepted By:
 Bazetta Township

By 
 Name Rita K. Draw
 Title Fiscal Officer
 Date 03-07-16

Huntington Public Capital® ("HPC"), a division of The Huntington National Bank (the "Bank"), is providing the information contained in this document for discussion purposes only in connection with an arm's-length transaction under discussion between you and HPC. If you are a "municipal entity" or "obligated person" within the meaning of the municipal advisor rules (the "Rules") of the Securities and Exchange Commission, Rule 15Ba1-1 et seq. this information is provided to you pursuant to and in reliance upon the "bank exemption," and/or other exemptions and/or the "general information" exclusion provided under the Rules. HPC is acting for its own interest and has financial and other interests that differ from yours. HPC is not acting as a municipal advisor or financial advisor, and has no fiduciary duty, to you or any other person pursuant to the Rules. The information provided in this document is not intended to be and should not be construed as "advice" within the meaning of the Rules. HPC is not recommending that you take or refrain from taking any action with respect to the information contained in this document. Before acting on this information, you should discuss it with your own financial and/or municipal, legal, accounting, tax and other advisors as you deem appropriate. As used in this notice, the "Rules" means Section 15B of the Securities Exchange Act of 1934, the Securities and Exchange Commission's Rule 15Ba1-1, et seq., and any related municipal advisor rules of the Municipal Securities Rulemaking Board, all as they may be amended from time to time.

Debt Service Schedule

| | | | Interest | Total | Interest | Principal | Outstanding |
|---------------------|-----------|------|----------|---------------------|-------------------|---------------------|--------------|
| | Date | Days | Rate | Payment | Portion | Portion | Balance |
| Closing Date | 3/18/2016 | | | | | | 1,400,000.00 |
| 1 | 12/1/2016 | 253 | 2.800% | 112,548.89 | 27,548.89 | 85,000.00 | 1,315,000.00 |
| 2 | 12/1/2017 | 360 | 2.800% | 116,820.00 | 36,820.00 | 80,000.00 | 1,235,000.00 |
| 3 | 12/1/2018 | 360 | 2.800% | 114,580.00 | 34,580.00 | 80,000.00 | 1,155,000.00 |
| 4 | 12/1/2019 | 360 | 2.800% | 117,340.00 | 32,340.00 | 85,000.00 | 1,070,000.00 |
| 5 | 12/1/2020 | 360 | 2.800% | 114,960.00 | 29,960.00 | 85,000.00 | 985,000.00 |
| 6 | 12/1/2021 | 360 | 2.800% | 112,580.00 | 27,580.00 | 85,000.00 | 900,000.00 |
| 7 | 12/1/2022 | 360 | 2.800% | 115,200.00 | 25,200.00 | 90,000.00 | 810,000.00 |
| 8 | 12/1/2023 | 360 | 2.800% | 112,680.00 | 22,680.00 | 90,000.00 | 720,000.00 |
| 9 | 12/1/2024 | 360 | 2.800% | 115,160.00 | 20,160.00 | 95,000.00 | 625,000.00 |
| 10 | 12/1/2025 | 360 | 2.800% | 112,500.00 | 17,500.00 | 95,000.00 | 530,000.00 |
| 11 | 12/1/2026 | 360 | 2.800% | 114,840.00 | 14,840.00 | 100,000.00 | 430,000.00 |
| 12 | 12/1/2027 | 360 | 2.800% | 117,040.00 | 12,040.00 | 105,000.00 | 325,000.00 |
| 13 | 12/1/2028 | 360 | 2.800% | 114,100.00 | 9,100.00 | 105,000.00 | 220,000.00 |
| 14 | 12/1/2029 | 360 | 2.800% | 116,160.00 | 6,160.00 | 110,000.00 | 110,000.00 |
| 15 | 12/1/2030 | 360 | 2.800% | 113,080.00 | 3,080.00 | 110,000.00 | 0.00 |
| Grand Totals | | | | 1,719,588.89 | 319,588.89 | 1,400,000.00 | |

CERTIFICATE OF AWARD

As Fiscal Officer of the Board of Township Trustees of Bazetta Township, Trumbull County, Ohio (the Township), I certify, pursuant to the related Resolution adopted by the Board on March 7, 2016 (the Bond Resolution), and pertaining to the issuance of \$1,400,000 of Township Fire Station Construction Bonds, Series 2016 (the Bonds), that (with each capitalized terms used in the Certificate of Award and not defined herein having the meaning assigned to it in the Bond Resolution):

The Bonds will be dated March 18, 2016, which is the Closing Date and sold to The Huntington Public Capital Corporation.

The Bonds will bear interest at 2.80% payable on each December 1 through maturity, beginning on December 1, 2016, and shall mature in the following principal amounts on December 1 of each of the following years:

| <u>Year</u> | <u>Principal Amount</u> | <u>Year</u> | <u>Principal Amount</u> |
|-------------|-------------------------|-------------|-------------------------|
| 2016 | \$85,000 | 2024 | \$95,000 |
| 2017 | 80,000 | 2025 | 95,000 |
| 2018 | 80,000 | 2026 | 100,000 |
| 2019 | 85,000 | 2027 | 105,000 |
| 2020 | 85,000 | 2028 | 105,000 |
| 2021 | 85,000 | 2029 | 110,000 |
| 2022 | 90,000 | 2030 | 110,000 |
| 2023 | 90,000 | | |

The Bonds are prepayable, in whole, at the par value plus accrued interest to the date of prepayment at any time after December 1, 2021. The Bonds are prepayable in part at the par value plus accrued interest to the date of prepayment at any time.



Fiscal Officer
Bazetta Township, Trumbull County, Ohio

Dated as of March 7, 2016