



Ohio Public Facilities Commission

Mike DeWine, Chairman
Governor
Keith Faber,
Auditor of State

Kimberly Murnieks, Secretary
Director of Budget and Management
Frank LaRose,
Secretary of State

Robert Sprague, Treasurer
Treasurer of State
Dave Yost,
Attorney General

Minutes of June 8, 2021 Meeting

The Ohio Public Facilities Commission held a meeting commencing at 1:00 p.m. on Tuesday, June 8, 2021, on the Microsoft Teams online platform, pursuant to notice of meeting given by the Secretary pursuant to Ohio Administrative Code 151-1-01 and the Commission Bylaws.

[Copies of the items marked * are attached hereto and made a part of these minutes.]

Pursuant to Section 151.02 of the Ohio Revised Code (O.R.C.) and Section 3.2 of the Bylaws, Mr. Donahue, as Governor DeWine's designee, presided as Chair of the meeting and called the meeting to order.

On behalf of the Secretary, Michael Babin, Assistant Secretary, reported that one new designation had been made since the last meeting. Secretary Murnieks revoked her previous designation, and then designated, in the alternative, Christina Frass or Dan Baker, employees of her office, to serve as Secretary in her absence.

Upon roll call, the Chair declared a quorum to be present. The following members and designees of the members of the Commission, eligible to vote at the meeting, were present during the meeting:

Matthew Donahue, Chairman, Office of the Governor
Christina Frass, Secretary, Office of Budget and Management
Jonathan Azoff, Treasurer, Office of Treasurer of State
Shawn Busken, Office of the Attorney General
Tim Keen, Office of the Auditor of State
Deckard Stanger, Office of Secretary of State

Mr. Babin filed the certificate of compliance* at request of the Chair with the Commission's rule for notification of meetings to the public and news media.

Mr. Donahue submitted for discussion minutes of the Commission's February 22, 2021 meeting for approval. There being no discussion, the Chair moved, seconded by Mr. Keen, to approve those minutes. The motion was approved as follows: Ayes – Donahue, Frass, Azoff, Stanger, Busken, and Keen; Nays – None. The Chair declared the motion passed and the minutes approved.

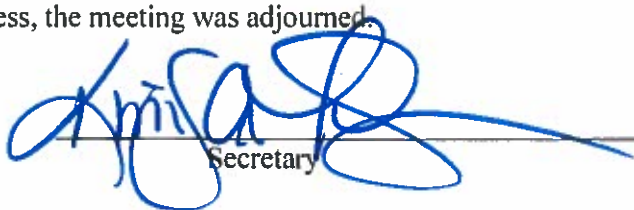
Mr. Donahue next invited the Assistant Secretary to provide a recommendation pertaining to Issuer and Disclosure Counsel legal services to the Commission. Mr. Babin presented the Commission with information related to the current agreement with Squire Patton Boggs. Mr. Babin relayed the staff recommendation that the Commission authorize the Secretary to renew its current contract with Squire Patton Boggs for Issuer/Disclosure Counsel service for an additional two-year period, through June 30, 2023.

Mr. Donahue followed the presentation with a motion accepting the staff recommendation to extend the agreement for Issuer/Disclosure Counsel services, seconded by Mr. Keen. After no further discussion, upon roll call, the motion was approved as follows: Ayes – Donahue, Frass, Azoff, Stanger, Busken, and Keen; Nays – None.

Mr. Donahue next invited Commission staff to present on Resolution 2021-5*, a proposed defeasance of outstanding general obligation Higher Education debt. Diane Chime, Chief of Capital Markets at OBM, explained the purpose and methodology of the proposed defeasance, and that it would generate savings to the State of Ohio in terms of debt service, and promote the expansion of broadband internet access to more Ohioans via public university technological networks. Following the presentation, Mr. Azoff and Mr. Keen asked clarifying questions about the proposed Resolution. Mr. Keen commented on the creative and productive proposal to achieve multiple objectives to benefit the State. Mr. Donahue followed the presentation with a motion to adopt Resolution 2021-5, seconded by Ms. Frass. After no further discussion, upon roll call, the motion was approved as follows: Ayes – Donahue, Frass, Azoff, Stanger, Busken, and Keen; Nays – None.

Mr. Donahue next invited Commission staff to provide a recommendation and discussion related to the sale and issuance of certain bonds by the Commission. After the presentation of Ms. Chime and no further discussion, Chair Donahue then moved to approve, seconded by Mr. Azoff, a motion authorizing the Director of OBM, as Secretary of the Commission, to make or cause to be made, with the assistance of her staff and advisers or others, all necessary and appropriate arrangements for the negotiated sale and issuance by the Commission not to exceed \$200,000,000 Infrastructure General Obligation Bonds, Series 2021A, not to exceed \$75,000,000 Infrastructure General Obligation Refunding Bonds, Series 2021B, not to exceed \$150,000,000 Common Schools General Obligation Refunding Bonds, Series 2021C, and not to exceed \$50,000,000 Conservation General Obligation Bonds, Series 2021A, with the law firm of Bricker & Eckler serving as bond counsel; PFM Financial Advisors serving as financial adviser; Citigroup serving as Lead Senior Underwriting Manager; KeyBanc Capital Markets serving as Co-Senior Manager; and Barclays Capital, J.P. Morgan Securities, Loop Capital Markets, and PNC Capital Markets serving as Co-Managers, with formal authorization and award being subject to the Commission's adoption of the respective Series Resolution providing for the issuance, sale and award of those Bonds. After no further discussion, upon roll call, the motion was approved as follows: Ayes – Donahue, Frass, Azoff, Stanger, Busken, and Keen; Nays – None.

There being no further business, the meeting was adjourned.



Secretary



Ohio Public Facilities Commission

Mike DeWine, Chairman
Governor

Keith Faber,
Auditor of State

Kimberly Murnieks, Secretary
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Frank LaRose,
Secretary of State

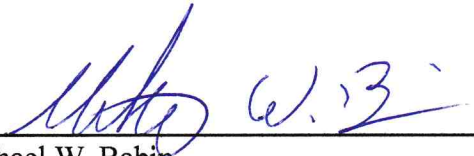
Robert Sprague, Treasurer
Treasurer of State

Dave Yost,
Attorney General

CERTIFICATION REGARDING NOTIFICATION OF MEETING TO THE PUBLIC AND NEWS MEDIA

The undersigned, Assistant Secretary of the Ohio Public Facilities Commission, hereby certifies that the notice of the time, place and purposes of the meeting of the Commission on June 8, 2021 at 1:00 p.m. was posted on June 4, 2021 in accordance with Ohio Administrative Code (OAC) Section 151-1-01, Notification of Meetings to the Public and News Media, and that requests for notification provided for in OAC 151-1-01(I) and 151-1-01(J) have been received and the notifications pursuant to those sections were given.

Dated: June 8, 2021



Michael W. Babin
Assistant Secretary
Ohio Public Facilities Commission

RESOLUTION NO. 2021-5

Resolution providing for the defeasance of certain outstanding State of Ohio Higher Education General Obligation Bonds, and approving and authorizing the execution of one or more Escrow Agreements.

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Refunding Bonds, Series 2011A, dated July 28, 2011 (the Series 2011A Bonds), pursuant to the Series Bond Legislation, which Series 2011A Bonds are outstanding in the aggregate principal amount of \$55,435,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Bonds, Series 2012A, dated April 3, 2012 (the Series 2012A Bonds), pursuant to the Series Bond Legislation, which Series 2012A Bonds are outstanding in the aggregate principal amount of \$4,440,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Bonds, Series 2014A, dated March 21, 2014 (the Series 2014A Bonds), pursuant to the Series Bond Legislation, which Series 2014A Bonds are outstanding in the aggregate principal amount of \$39,835,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Refunding Bonds, Series 2014B, dated May 29, 2014 (the Series 2014B Bonds), pursuant to the Series Bond Legislation, which Series 2014B Bonds are outstanding in the aggregate principal amount of \$71,380,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Refunding Bonds, Series 2015A, dated January 29, 2015 (the Series 2015A Bonds), pursuant to the Series Bond Legislation, which Series 2015A Bonds are outstanding in the aggregate principal amount of \$28,195,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Bonds, Series 2015C, dated November 3, 2015 (the Series 2015C Bonds), pursuant to the Series Bond Legislation, which Series 2015C Bonds are outstanding in the aggregate principal amount of \$202,680,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Refunding Bonds, Series 2016A, dated June 2, 2016 (the Series 2016A Bonds), pursuant to the Series Bond Legislation, which Series 2016A Bonds are outstanding in the aggregate principal amount of \$69,400,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Bonds, Series 2017A, dated April 25, 2017 (the Series 2017A Bonds), pursuant to the Series Bond Legislation, which Series 2017A Bonds are outstanding in the aggregate principal amount of \$245,525,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Refunding Bonds, Series 2017C, dated December 21, 2017 (the Series 2017C Bonds), pursuant to the Series Bond Legislation, which Series 2017C Bonds are outstanding in the aggregate principal amount of \$194,955,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Bonds, Series 2018A, dated March 20, 2018 (the Series 2018A Bonds), pursuant to the Series Bond Legislation, which Series 2018A Bonds are outstanding in the aggregate principal amount of \$269,635,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Bonds, Series 2019A, dated June 26, 2019 (the Series 2019A Bonds), pursuant to the Series Bond Legislation, which Series 2019A Bonds are outstanding in the aggregate principal amount of \$278,120,000; and

WHEREAS, the State of Ohio, acting by and through this Commission, issued its Higher Education General Obligation Refunding Bonds, Series 2020B, dated June 26, 2020 (the Series 2020B Bonds), pursuant to the Series Bond Legislation, which Series 2020B Bonds are outstanding in the aggregate principal amount of \$97,820,000; and

WHEREAS, economic conditions have presented an opportunity for the Commission to defease certain Higher Education Bonds to achieve future interest and debt service savings for the benefit of the State of Ohio, and recognizing the potential for a future change in use of the OARnet assets financed with the proceeds of the Higher Education Bonds, it is advisable to, out of an abundance of caution, defease portions of the applicable Higher Education Bonds allocable to the those assets; and

WHEREAS, this Commission has determined that it is necessary and in the best interest of the Commission to defease a portion of the Higher Education Bonds (as defined herein) that are now outstanding, by depositing funds on deposit in the Bond Service Fund and available to the Commission for that purpose, as provided in this Resolution, with the Escrow Agent pursuant to the Escrow Agreement authorized hereby, and providing for the Escrow Agent to hold, invest and apply that money as set forth in the Escrow Agreement to provide for the payment of the Debt Service on and the redemption of the Higher Education Bonds at the respective dates of payment and for the defeasance of the Higher Education Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE OHIO PUBLIC FACILITIES COMMISSION, that:

Section 1. Definitions. When used in this Resolution (including its preambles), and in addition to words and terms defined in the General Bond Resolution, or elsewhere in this Resolution, the following words and terms shall have the following meanings unless otherwise provided or unless the context or use clearly indicates another or different meaning or intent:

“Escrow Account” means the account created in Section 2(d) of this Resolution and established pursuant to Section 2 of the Escrow Agreement.

“Escrow Agent” means the escrow agent under the Escrow Agreement appointed as provided in Section 2(b) of this Resolution.

“Escrow Agreement” means the one or more Escrow Agreements authorized in Section 2(e) with the Escrow Agent.

“General Bond Resolution” means Resolution No. 2000-9 adopted by the Commission on October 5, 2000, as amended by Commission Resolutions No. 2009-6 adopted on May 20, 2009, No. 2011-3 adopted on April 21, 2011, No. 2012-10 adopted on March 21, 2012, No. 2013-6 adopted on February 14, 2013, and No. 2014-5 adopted on May 1, 2014, as the same may from time to time be further amended, supplemented or superseded.

“Higher Education Bonds” means, collectively, the following:

- (a) the State of Ohio Higher Education General Obligation Bonds, Series 2012A, dated April 3, 2012 (the Series 2012A Bonds), maturing on February 1 in each of the years 2024 and 2025, and currently outstanding in the aggregate principal amount of \$4,440,000;
- (b) the State of Ohio issued its Higher Education General Obligation Refunding Bonds, Series 2015A, dated January 29, 2015 (the Series 2015A Bonds), maturing on August 1, 2026, and currently outstanding in the principal amount of \$8,600,000;
- (c) the State of Ohio issued its Higher Education General Obligation Bonds, Series 2015C, dated November 3, 2015 (the Series 2015C Bonds), maturing on November 1, 2031, and currently outstanding in the principal amount of \$18,560,000;
- (d) the State of Ohio issued its Higher Education General Obligation Bonds, Series 2017A, dated April 25, 2017 (the Series 2017A Bonds), maturing on May 1, 2037, and currently outstanding in the principal amount of \$24,115,000;
- (e) the State of Ohio Higher Education General Obligation Bonds, Series 2018A, dated March 20, 2018 (the Series 2018A Bonds), maturing on February 1, 2038, and currently outstanding in the principal amount of \$22,775,000;
- (f) the State of Ohio Higher Education General Obligation Bonds, Series 2019A, dated June 26, 2019 (the Series 2019A Bonds), maturing on May 1, 2039, and currently outstanding in the principal amount of \$22,345,000; and
- (g) all or a portion of any of the following bonds and maturities which amounts and maturities to be defeased shall be determined by the Secretary and be in the best interests of the State:

- a. the State of Ohio Higher Education General Obligation Refunding Bonds, Series 2011A, dated July 28, 2011 (the Series 2011A Bonds), maturing on August 1 in each of the years 2023 and 2024, and currently outstanding in the aggregate principal amount of \$16,950,000;
- b. the State of Ohio Higher Education General Obligation Bonds, Series 2014A, dated March 21, 2014 (the Series 2014A Bonds), maturing on May 1, 2024, and currently outstanding in the aggregate principal amount of \$13,930,000;
- c. the State of Ohio Higher Education General Obligation Refunding Bonds, Series 2014B, dated May 29, 2014 (the Series 2014B Bonds), maturing on August 1, in each of the years 2023 and 2024, and currently outstanding in the aggregate principal amount of \$37,475,000;
- d. the State of Ohio issued its Higher Education General Obligation Refunding Bonds, Series 2016A, dated June 2, 2016 (the Series 2016A Bonds), maturing on August 1 in each of the years 2024 and 2025, and currently outstanding in the aggregate principal amount of \$27,800,000;
- e. the State of Ohio issued its Higher Education General Obligation Refunding Bonds, Series 2017C, dated December 21, 2017 (the Series 2017C Bonds), maturing on August 1 in each of the years 2027 and 2028, and currently outstanding in the aggregate principal amount of \$81,190,000; and
- f. the State of Ohio Higher Education General Obligation Refunding Bonds, Series 2020B, dated June 26, 2020 (the Series 2020B Bonds), maturing on August 1, 2025, and currently outstanding in the aggregate principal amount of \$38,660,000,

and any such other bonds or maturities as the Secretary shall determine to be defeased pursuant to Section 2(a) of this Resolution.

“Higher Education Bond Legislation” means, collectively, (a) the General Bond Resolution and (b)(i) for the Series 2011A Bonds, Resolution Nos. 2011-3 and 2011-10 adopted by the Commission on April 21, 2011 and June 8, 2011, respectively, authorizing and approving the sale and issuance of the Series 2011A Bonds, (ii) for the Series 2012A Bonds, Resolution No. 2012-7 adopted by the Commission on March 21, 2012, authorizing and approving the sale and issuance of the Series 2012A Bonds, (iii) for the Series 2014A Bonds, Resolution No. 2014-2 adopted by the Commission on January 8, 2014 and the Resolution of Award No. 2014-3 adopted by the Commission on March 11, 2014 authorizing and approving the sale and issuance of the Series 2014A Bonds, (iv) for the Series 2014B Bonds, Resolution No. 2014-5 adopted by the Commission on May 1, 2014 authorizing and approving the sale and issuance of the Series 2014B Bonds, (v) for the Series 2015A Bonds, Resolution No. 2015-2 adopted by the Commission on January 7, 2015 authorizing and approving the issuance and sale of the Series 2015A Bonds, (vi) for the Series

2015C Bonds, Resolution No. 2015-11 adopted by the Commission on October 20, 2015 authorizing and approving the issuance and sale of the Series 2015C Bonds, (vii) for the Series 2016A Bonds, Resolution No. 2016-6 adopted by the Commission on May 19, 2016 authorizing and approving the issuance and sale of the Series 2016A Bonds, (viii) for the Series 2017A Bonds, Resolution No. 2017-3 adopted by the Commission on April 11, 2017 authorizing and approving the issuance and sale of the Series 2017A Bonds, (ix) for the Series 2017C Bonds, Resolution No. 2017-8 adopted by the Commission on December 7, 2017 authorizing and approving the issuance and sale of the Series 2017C Bonds, (x) for the Series 2018A Bonds, Resolution No. 2018-4 adopted by the Commission on March 6, 2018 authorizing and approving the issuance and sale of the Series 2018A Bonds, (xi) for the Series 2019A Bonds, Resolution No. 2019-2 adopted by the Commission on June 11, 2019 authorizing and approving the issuance and sale of the Series 2019A Bonds, and (xii) for the Series 2020B Bonds, Resolution No. 2020-8 adopted by the Commission on June 10, 2020 authorizing and approving the issuance and sale of the Series 2020B Bonds.

“Verification Agent” means an independent public accounting firm of national reputation or equivalent expert appointed as provided in Section 2(b) of this Resolution.

Section 2. Provisions Relating to the Defeasance of the Higher Education Bonds.

(a) **Determination.** This Commission hereby determines that it is in the best interest of the Commission and the State to provide for the payment of the Debt Service on and the redemption of the Higher Education Bonds under the General Bond Resolution and as provided in this Resolution in order to defease and redeem the Higher Education Bonds. If determined to be in the best interests of the State, the Secretary is authorized to add, subtract or substitute bonds or maturities, or portions thereof, to the Higher Education Bonds being defeased.

To provide for that defeasance, the Treasurer of the Commission is hereby authorized and directed to pay the amount necessary for that purpose from the funds on deposit in the Bond Service Fund and available to the Commission for that purpose to the Escrow Agent for deposit in the Escrow Account established in the Escrow Agreement. Those funds shall, as to be further provided for in the Escrow Agreement and herein, be invested in direct obligations of the United States certified to be sufficient for the purposes of paying Debt Service on and redeeming the Higher Education Bonds as provided in this Resolution, the General Bond Resolution and the Escrow Agreement. Upon that deposit with the Escrow Agent, the Higher Education Bonds shall no longer be considered outstanding, and that amount shall be held, invested and utilized by the Escrow Agent in accordance with the terms of the Escrow Agreement.

(b) **Escrow Agent and Verification Agent.** The Huntington National Bank, Columbus, Ohio, is hereby appointed Escrow Agent under the Escrow Agreement and Causey, Demgen & Moore P.C. is engaged to verify the mathematical accuracy of the schedules provided to demonstrate satisfaction of part (ii) of clause (b) of Section 6 of the General Bond Resolution, both pursuant to and consistent with their proposals to provide those services.

(c) **Application for SLGS or Purchase of Open Market Securities.** If U.S. Treasury Securities – State and Local Government Series (SLGS) are to be purchased for the Escrow

Account, the Secretary or Assistant Secretary, or the Treasurer or Assistant Treasurer, is each hereby authorized and directed to authorize, on behalf of this Commission, the subscription for the purchase by an appropriate third party of those SLGS or to acquire Escrow Securities in an open market purchase.

(d) Escrow Account. The Escrow Account is hereby created in the Bond Service Fund and held in trust for the purpose.

(e) Escrow Agreement. In order to further provide for the defeasance of the Higher Education Bonds, the Treasurer or Bond Registrar for the Higher Education Bonds shall execute and deliver the Escrow Agreement substantially in the form now on file with the Commission, with changes in it as are not inconsistent with this Resolution and not substantially adverse to the State and that are permitted by the Act and General Bond Resolution and are approved by the officer signing it; the approval of those changes, and the determination that those changes are not inconsistent with this Resolution and not substantially adverse to the State, shall be conclusively evidenced by that signing of that Agreement. If determined by the Treasurer or Bond Registrar to be advantageous to the State, one or more Escrow Agreements may be executed, simultaneously or at different times each prior to December 31, 2021, to effectuate the defeasance and redemption of the Higher Education Bonds.

(f) Payment of Higher Education Bonds. The Commission covenants with the Escrow Agent, and for the benefit of the holders of the Higher Education Bonds, that in accordance with this Resolution and the Escrow Agreement, it will provide from available sources moneys and securities sufficient to provide for the payment, in accordance with the General Bond Resolution and this Resolution, of all principal of and interest on the Higher Education Bonds payable in accordance with their terms.

(g) Prior Redemption of Higher Education Bonds. Promptly after deposit of funds to the Escrow Account established by the Escrow Agreement as provided in this Resolution, any Higher Education Bonds subject to redemption prior to their stated maturity shall be called for prior redemption by the Treasurer or Bond Registrar. The Commission covenants with the Escrow Agent, and for the benefit of the holders of the Higher Education Bonds, that after deposit of funds to the Escrow Account it will at no time take actions to modify or rescind that call for prior redemption, that it will take or cause to be taken all steps required by the terms of the Higher Education Bonds and the General Bond Resolution to make or perfect that call for prior redemption, and that in accordance with this Resolution and the Escrow Agreement it will provide moneys and securities sufficient to provide for the payment, in accordance with the General Bond Resolution and this Resolution, of all Debt Service that will be due and payable on the Higher Education Bonds on their redemption date or at maturity, and all principal of and interest on the Higher Education Bonds payable in accordance with their terms prior to that redemption date.

Section 3. Further Actions. The appropriate officials of the Commission, including the Chair, the Treasurer, the Secretary and Assistant Secretary, are each hereby authorized and directed to take such further actions as may be required by the Higher Education Bonds Legislation,

this Resolution or the Escrow Agreement to complete and effectuate the redemption and defeasance of the Higher Education Bonds as contemplated herein.

Section 4. Open Meeting. It is found and determined that all formal actions of the Commission (there being no Commission committees) concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Commission, and that all deliberations of the Commission 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 Revised Code.

Section 5. Effective Date. This Resolution shall be in full force and take effect immediately upon its adoption.

Adopted: June 8, 2021

Attest:



Secretary of the Ohio
Public Facilities Commission