

MARSHALL COUNTY COMMISSION
SEPTEMBER 25, 2012

The Commission convened this day pursuant to the following call: Jason E. Padlow, President; and Donald K. Mason and Brian L. Schambach, Commissioners; Jan Pest, County Clerk; and Winnie Turner, Chief Deputy of the County Clerk's Office.

At a Special Session of the Commission of Marshall County, West Virginia, held at 9:30 A.M., the Notice of the time and purpose of this Special Session had been posted at the front door of the courthouse for more than two days before the commencement of the Special Session, it is ordered that said Notice together with the certification of the Clerk of the time when it was posted, be entered of record, which is done accordingly in words and figures as follows:

NOTICE OF SPECIAL SESSION

The County Commission of Marshall County, West Virginia will meet in Special Session at the Courthouse thereof, on Tuesday, September 25, 2012, at 9:30 A.M. for the following purposes, that is to say:

To Audit Claims
To Act upon Rebates
To consider any other matters
Which may properly come before
The Commission.

Called by the President of the Commission with the Concurrence of the other two members.

s/Jason E. Padlow, President

Posted at the front door of the Courthouse on the 20th day of September, 2012.

s/Jan Pest, County Clerk

COCKAYNE HISTORIC PRESERVATION COMMITTEE – GRANT AWARD – Sen. Jack Yost; Delegate Mike Ferro; Nila Chaddock, Chairman, and Susan Reilly, Cockayne Historic Preservation Committee Board Member; appeared before the Commission. Sen. Yost presented the Commission and the Cockayne Historic Preservation Committee with a 2013 Community Participation Grant Program request in the amount of \$6,000.

Sen. Yost stated along with Senators Kessler, Edgell and Klempa, and Delegate Ferro, the Legislature is working to award Community Participation Grant funds to local projects. Sen. Yost complimented the Commission for their support of the Cockayne Project and said the Committee will be hearing from the state agency responsible for administering the grant funds.

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Delegate Ferro stated the House of Delegates also submitted a request for Community Participation Project Grant funds for the Cockayne Farmstead project.

MINUTES – On motion of Commissioner Schambach, seconded by Commissioner Mason, the Commission approved the minutes of the Special Session held September 11, 2012. Motion carried. Commissioner Mason noted the bids received for the Animal Control vehicle were for different vehicles, which explains the different pricing.

COMMISSIONER COMMENTS:

COMMISSIONER SCHAMBACH spoke with Mr. Woodburn and Jim Pettit concerning road conditions at the Whipkey drill site. Commissioner Schambach's concerns are with the dust, and he has contacted Ohio/WV Excavating and Dominion concerning the issue.

Commissioner Schambach attended the WVU game on Saturday and then the Bishop Donahue football game; both teams won!

Commissioner Schambach noted the Governor appointed two new members to the Blue Ribbon Commission on Highways; both from the Northern Panhandle.

COMMISSIONER MASON stated there was no Commission meeting last week, and on September 11 a workshop meeting was held with the WV Housing concerning different programs.

September 13, Commissioners Padlow and Mason attended the County Fire Chiefs meeting; and last Sunday and Monday, Commissioner Mason attended the County Commissioner's Fall Legislative Committee and Board meetings.

Wednesday, R.E.D. Partnership met in Wheeling and Brad Blair from Chase Bank is the new President.

COMMISSIONER PADLOW enjoyed the tour of the coal mine last Friday, along with Walt Helmic, Senators Kessler, Yost and Klempa; Assessor Chris Kessler; Prosecuting Attorney Jeff Cramer; County Clerk Jan Pest; County Administrator Betsy Frohnapfel; and R.E.D. Partnership representative Josh Jefferson. Everyone gained a new respect for our coal miners, and Commissioner Padlow pointed out Boone County is the only West Virginia County producing more coal than Marshall County. Coal is a very important industry for Marshall County and Commissioner Padlow thanked everyone responsible for the tour.

Commissioner Padlow congratulated the Bishops on their win, as well as John Marshall on their win.

EXONERATIONS – On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission approved the following nine erroneous assessments submitted by the Assessor and previously approved by the Prosecuting Attorney:

Kilgore, Barbara D et vir	2.76
McLaughlin, Sarah Lee Revocable Tr	2.76
Karpiel, Karen D	21.24

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McLaughlin, Sarah Lee Revocable Tr	2.76
McLaughlin, Sarah Lee Revocable Tr	2.76
Laughlin, James A Sr & Mary Kay	13.74
Wise, Michael & Brandy M Booher	179.16
Kilgore, William M & Venus	2.76
McLaughlin, Sarah Lee Revocable Tr	2.76

E-911 – CONFERENCE – The Commission received a letter from Larry Newell, E-911 Director, requesting the registration fee for the 2012 APCO/NENA Fall Conference. The registration fee in the amount of \$367 should be made payable to the West Virginia APCO.

On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission approved expenditures for the 2012 Fall Conference. Motion carried.

R.E.D. PARTNERSHIP – AMENDEMENT TO THE 2004 REFUNDING BOND ISSUE FOR REFUNDING THE 1997 OVIBDC/TELETECH HOLDINGS

– Josh Jefferson, R.E.D. Partnership, appeared before the Commission with and Order for Commission approval. Mr. Jefferson explained the Order will permit the continuation of process with TeleTech and Williams Partners. This Amendment will allow paying off the Bonds, which will permit ownership of the property to OVIBDC free and clear of all the liens.

On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission approved the following Order, and authorized signatures of all Commissioners, as well as the County Clerk. Motion carried. The Resolution and Order is attached to, and made part of this record.

AN ORDER APPROVING THE AMENDMENT TO THE BOND RESOLUTION, BOND, OPTION PURCHASE AND LEASE MANAGEMENT AGREEMENT AS AMENDED BY FIRST AMENDMENT TO OPTION PURCHASE AND LEASE MANAGEMENT AGREEMENT AND OTHER RELATED BOND DOCUMENTS ARISING OUT OF AND PART OF THE 2004 REFUNDING BOND ISSUE FOR REFUNDING THE 1997 OVIBDC/TELETECH HOLDINGS, INC. COMMERCIAL DEVELOPMENT BONDS.

WV/MC ASSOCIATION OF RETIRED SCHOOL EMPLOYEES – RESOLUTION –

Harry Sacco, President, and Myrtle Garten, Treasurer, of the WV/MC Association of Retired School Employees, appeared before the Commission with a Resolution acknowledging the last week of September 2012 as the West Virginia Association of Retired School Employees Week.

On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission adopted the following Resolution and proclaimed the last week in September 2012 as the WV/MC Association of Retired School Employees Week:

Resolution

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Whereas, the West Virginia Association of Retired School Employees (WVARSE) was founded in 1957 as an autonomous, self-governing volunteer membership organization including and promoting the interest of all school retirees;

Whereas, WVARSE represents more than 28,000 retirees and is the only organization that represents all retired school employees;

Whereas, WVARSE is divided into six regions with active units in fifty-two of the fifty-five counties;

Whereas, members of WVARSE contributed more than one million volunteer hours to the state of West Virginia in the year 2011;

Therefore, I, Earl Ray Tomblin, Governor of the State of West Virginia, do hereby proclaim the last week in September, 2012 as "West Virginia Association of Retired School Employees Week" and "Marshall County Association of Retired School Employees Week".

The Marshall County Association of Retired School Employees is very active in our county, meeting regularly, and contributing to various local organizations such as the Marshall County Animal Shelter, the Salvation Army food drive, Helinski Shelter, Moundview and Cameron Assisted Living Facilities, Boatsie's Boxes, and the YWCA Domestic Abuse Shelter.

RECESS – On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission took a short recess. Commission reconvened.

NATURAL GAS INDUSTRY CONCERNS – David Miller of Moundsville, retired coal miner, appeared before the Commission with concerns the natural gas industry is bringing to Marshall County and West Virginia. Mr. Miller's concerns include out-of-state license plates; RV parks; water from the Ohio River used for fracking; and loss of coal miner jobs.

The Commission thanked Mr. Miller for his concerns and encouraged him to contact his local Legislatures for support on new laws dealing with these issues.

SHERIFF'S DEPARTMENT – NEW DEPUTY – Sheriff John Gruzinkas and Chief Deputy Kevin Cecil appeared before the Commission requesting approval to hire a new Deputy to fill the vacancy due to the Prevention Resource Officer being placed in Sherrard Middle School.

Sheriff Gruzinkas submitted Joseph R. Hooker for approval, effective October 9, 2012.

On motion of Commissioner Schambach, seconded by Commissioner Mason, the Commission consented to the employment of Joseph R. Hooker as a Deputy Sheriff, effective October 9, 2012, at the normal starting salary. Motion carried.

CAMERON TOWER – EQUIPMENT QUOTE – Tom Hart, E-911 Director, submitted a quote from Staley Communication, Inc., for equipment for the Cameron Tower. Mr. Hart

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explained the equipment is a 'sole source purchase' and did not have to be put to bid. The funds were previously budgeted and this will be a simulcast site.

On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission approved the expenditure for the Cameron Tower in the amount of \$576,393.86. Motion carried.

E-911 ROAD NAMES – The Commission received letters from Larry Newell, E-911 Director, requesting the approval of two new road names. Bennetts Lane is in the Dallas Postal District and starts at the intersection of Number Two Ridge and Golden Ridge Roads.

Canestraro Drive is located in the Glen Dale Postal District and starts at Little Grave Creek Road.

On motion of Commissioner Schambach, seconded by Commissioner Mason, the Commission approved the road names of Bennetts Lane and Canestraro Drive. Motion carried.

ST. JOSEPH TOWER SITE - OIL AND GAS LEASE AGREEMENT – Howard Coffield, Maintenance Supervisor, submitted an Order of Payment for Commission approval. Mr. Coffield explained this Lease, with Mason/Dixon, is for the St. Joseph Tower site and will permit the extraction of natural resources under the property. The County does not own the oil and gas, and other mineral, rights; and the Lease was approved by the Prosecuting Attorney.

On motion of Commission Mason, seconded by Commissioner Schambach, the Commission President was authorized to sign the Lease Modification. Motion carried.

MARSHALL COUNTY SEWERAGE DISTRICT – WASHINGTON LANDS PROJECT – The Commission received a letter from John Blair, Board Chairman of the Marshall county Sewerage District, concerning the replacement of a problem section of vacuum sewer line in Washington Lands. This project included the removal of 5 pine trees for a cost of \$1,000; as well as pending invoices for legal and engineering services.

Mr. Blair requested financial assistance in the total amount of \$5,179.61.

On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission approved the payment of two invoices for the Washington Lands sewerage project in the total amount of \$5,179.61. Motion carried.

CRUISER FINANCING – The Commission received two quotes for cruiser financing for a period of three years in the amount of \$82,392, as follows:

WesBanco	2.65%
United Bank	2.79%

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On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission approved the loan agreement with WesBanco in the amount of \$82,392, with the interest rate of 2.65%. Motion carried.

COUNTY FIRE SAFETY TRAILER – SUPPLIES – On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission approved a contribution to County Fire in the amount of \$3,404.50 for supplies for the Safety Trailer. Motion carried.

CORRESPONDENCE:

SOLID WASTE AUTH – 2012 Fall Clean Up Schedule

MC SEWERAGE DIST – Board highlights for 9/2012

PA DEP – permit for drilling

MARSHALL COUNTY TOURISM – REQUEST – The Commission received a letter from Jason Turner, Marshall County Tourism Committee Co-Chair, thanking the Commission for their continued support of the Committee. Mr. Turner outlined the 2011/2012 program, and requested funding support in the amount of \$15,000 for the fiscal year 2012/13.

On motion of Commissioner Mason, seconded by Commissioner Schambach, the Commission tabled action on the request to allow time for review. Motion carried.

CLAIMS AUDITED – The Commission, this day, approved the following claims:

<u>GENERAL COUNTY FUND</u>	158,105.03
<u>COAL SEVERANCE FUND</u>	47,640.35
<u>E-911 FUND</u>	14,149.14
<u>HOME CONFINEMENT FUND</u>	155.00
<u>MAGISTRATE COURT FUND</u>	89.92

ADJOURNMENT – There being no further business to come before the Commission, on motion of Commissioner Schambach, seconded by Commissioner Mason, the meeting was adjourned.

PRESIDENT

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Resolution Order approving the Amendment To The 2004 Refunding Bond Issue For Refunding the 1997 OVIBDC/TeleTech Holdings, Inc. Commencement Project Commercial Development Bonds. Ohio Valley Industrial & Business Development Corporation requested approval of the Agreement, Order and Resolution.

On motion of Commissioner Donald Mason, seconded by Commissioner Brian Schambach, the Commission approved the requested amendment, and adopted the following Resolution Order:

AN ORDER APPROVING THE AMENDMENT TO THE BOND RESOLUTION, BOND, OPTION PURCHASE AND LEASE MANAGEMENT AGREEMENT AS AMENDED BY FIRST AMENDMENT TO OPTION PURCHASE AND LEASE MANAGEMENT AGREEMENT AND OTHER RELATED BOND DOCUMENTS ARISING OUT OF AND PART OF THE 2004 REFUNDING BOND ISSUE FOR REFUNDING THE 1997 OVIBDC/TELETECH HOLDINGS, INC. COMMERCIAL DEVELOPMENT BONDS.

WHEREAS, the Commission is the Issuer of that certain 2004 Refunding Commercial Development Bond (1997 OVIBDC/TeleTech Holdings, Inc. Commercial Project), dated March 23, 2004 in the original principal amount of \$1,698,600.00 pursuant to that certain Bond Resolution ("Bond Resolution") adopted by the Commission on the 23rd day of March 2004 for the 2004 Refunding Bond Issue For Refunding The 1997 OVIBDC/TeleTech Holdings, Inc. Commercial Project Commission Development Bonds ("Bond Issue") and recorded in the offices of the Clerk of the County Commission of Marshall County, West Virginia, in Deed Book 636 at Page 253, and Deed of Trust Book 719 at Page 1;

WHEREAS, the Commission and Ohio Valley Industrial Business Development Corporation ("OVIBDC") are parties to that certain Option Purchase and Lease Management Agreement (the "2004 Agreement"), dated as of March 23, 2004, and recorded in the Office of the Clerk of the County Commission of Marshall County, West Virginia, in Book 636 Page 430, governing the rights, privileges, duties, obligations and liabilities of the parties related to the operation and management of the Facility; which Purchase Option Agreement was amended by that First Amendment To Option and Purchase Agreement ("First Amendment") on the 24th day of July, 2012 (the 2004 Agreement as amended by the First Amendment is hereinafter referred to as the "Purchase Option Agreement");

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WHEREAS, the form of the Bond is set forth in the Bond Resolution;

WHEREAS, the Bond rights as well as privileges of the Bondholder are secured, *inter alia.*, by that certain Deed of Trust ("Deed of Trust") dated the 23rd day of March, 2004, granted by the Commission to John C. Gardill, Trustee, securing the Bond in the original principal amount of \$1,698,600.00 and of record in the office of the Clerk of the Marshall County Commission in Deed of Trust Book 719 at Page 178;

WHEREAS, OVIBDC has requested that certain amendments be made to the terms of the Bond Resolution, The Bond, The Purchase Option Agreement and related Bond Documents as defined in the Bond Resolution to permit the Bond, including all principal and interest, to be anticipated, prepaid and discharged as of the 27th day of September, 2012, and for OVIBDC to exercise its purchase option to acquire title to the Project and Real Estate as defined in the Bond Resolution and The Purchase Option Agreement on the 27th day of September, 2012;

WHEREAS, WesBanco, Inc., the Fiscal Agent for the Bond Issue as well as owner and holder of the Bond (Bond Holder as defined in the Bond Resolution) and also West Virginia Economic Development Authority, whose consent is required to amend the Bond Resolution and related Bond Documents, have both furnished the Commission with written consent to amending the Bond Resolution, the Bond, the Purchase Option Agreement and related Bond Documents as requested by OVIBDC.

NOW, THEREFORE, IT IS HEREBY ORDERED BY THE COUNTY COMMISSION OF MARSHALL COUNTY, WEST VIRGINIA, for and on behalf of said County and in the public interest, as follows:

1. The Commission hereby amends the Bond, Bond Resolution, Purchase Option Agreement and related Bond Documents, as determined by the Bond Resolution as follows:

a. The notice of prepayment requirement under Article III, Section 3.03 of the Bond Resolution and of the Bond is waived and eliminated, and the prepayment and discharge of the Bond, all principal and interest, as well as Defeasance under and pursuant to Article VIII, Section 8.01, of the Bond Resolution shall occur on the 27th day of September, 2012.

b. The notice of exercise of the Option to Purchase the Bond Issue Project and Real Estate as well as the time for the Option Closing as defined in the Purchase Option Agreement as set forth in Article VII, Section 7.1 of the Purchase Option Agreement is waived and eliminated, and the Option Closing shall take place on the 27th day of September, 2012 or as soon thereafter as possible.

c. For and in consideration of the payment of the purchase price as set forth in and required by Section 7.2 (b), subsections (i) and (ii) of the Purchase Option Agreement, the Commission will, at the Option Closing execute and deliver to OVIBDC a quit claim deed transferring the Project and Real Estate to OVIBDC and assignment of rights to OVIBDC arising out of and related thereto, including all landlord's leases and leasehold rights with respect to the

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Project and Real Estate; all as set forth in Article VII, Section 7.3 of the Purchase Option Agreement.

d. After payment of the purchase price as aforesaid and upon delivery to OVIBDC of the Commission's deed and assignment, the Purchase Option Agreement shall be terminated, the Bond shall be fully discharged and all rights of the Commission, the Bond Holder or any other person or entity in or with respect to the Project and the Real Estate arising out of the Bond Issue, the Bond Resolution, the Bond, the Deed of Trust, or any related Bond Documents shall lapse, and be void and of no effect; and the Commission shall execute any and all releases, assignments and other documents, instruments and assurances, necessary and required to fully transfer and vest title in OVIBDC the Project, the Real Estate and as well all interests in the Real Estate, including leases and leasehold interests, fire and clear of any interests, claim or lien arising out of or otherwise related to the Bond Issue, Bond Resolution, Bond and/or other Bond Documents.

2. The President of the Commission is hereby authorized to execute all deeds, assignments, releases and other documents and instruments on behalf of the Commission necessary to effectuate this amendment and all action contemplated hereby.

3. This Order shall take effect immediately upon passage.

4. A certified copy of this Order shall be recorded by the Clerk of the Commission in the real estate records of Marshall County, West Virginia.

PASSED, ORDERED, ADOPTED AND APPROVED at a meeting of The County Commission of Marshall County, West Virginia, on the 25th day of September 2012.