

TUESDAY, OCTOBER 13, 2020
OFFICE OF THE BOARD OF COMMISSIONERS
PICKAWAY COUNTY, OHIO

The Pickaway County Board of Commissioners met in Regular Session in their office located at 139 West Franklin Street, Circleville, Ohio, on Tuesday, October 13, 2020, with the following members present: Mr. Harold R. Henson, Mr. Brian S. Stewart and Mr. Jay H. Wippel. April Dengler, County Administrator, was also in attendance.

**In the Matter of
Minutes Approved:**

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to approve the minutes from October 6, 2020, with corrections.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

**In the Matter of
Bills Approved for Payment:**

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to adopt the following Resolution:

BE IT RESOLVED, that the bills have been found to be properly filed and their respective vouchers shall be cross-referenced to the approving pages dated October 14, 2020, in the Commissioners' Voucher Journal, the date in which checks will be cut; then,

BE IT FURTHER RESOLVED, that the Board of Pickaway County Commissioners orders the Auditor of Pickaway County, Ohio, to draw her warrant on this entry in the amount of \$666,396.02 on the County Treasurer to satisfy the same.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

**In the Matter of
Amended Certificate Approved:**

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to adopt the following Resolution:

Resolution No.: PC-101320-62

WHEREAS, the Pickaway County Budget Commission approved an AMENDED CERTIFICATE in the amount of \$2,106,541.51 to amend the Local Government COVID-19 Fund #935 due to additional grant money from the State of Ohio,

THEREFORE BE IT RESOLVED, that the Pickaway County Board of Commissioners hereby appropriated the following sum for expenditure for period ending December 31, 2020:

LOCAL GOVERNEMENT COVID-19 FUND #935
\$2,106,541.51

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

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**In the Matter of
Appropriation of Line Item:**

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to approve the following requests for the APPROPRIATION OF LINE ITEM:

\$75,260.72 – 101.1105.5703 – Contingencies – Commissioners

\$2,500.00 – 101.1105.5703 – Contingencies – Sheriff's Office

\$1,500,000.00 – 935.1122.5401 – Contract Services County LG COVID-19 – Commissioners

\$300,000.00 – 935.1122.5301 – Supplies County LG COVID-19 – Commissioners

\$306,541.51 – 935.1122.5501 – Equipment County LG COVID-19 - Commissioners

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

**In the Matter of
Transfer and Reappropriation:**

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to approve the following requests for the TRANSFER AND REAPPROPRIATION:

\$5,260.72 – 101.1105.5703 – Contingencies – Commissioners

TO

101.1108.5960 – Building Department Permit Funds – Commissioners

\$2,500.00 – 101.1105.5703 – Contingencies – Sheriff's Office

TO

101.2083.5527 – Vehicles – Sheriff's Office

\$50,000.00 – 101.1105.5703 – Contingencies – Commissioners

TO

101.1112.5401 – Countywide Contract Services – Commissioners

\$20,000.00 – 101.1105.5703 – Contingencies – Commissioners

TO

101.1210.5415 – Attorney Fees Common Pleas – Commissioners

\$46,691.65 – 935.1122.5478 – Remittance to State -County LG COVIS-19 – Commissioners

TO

935.1122.5901 – Other Expenses – County LG COVID-19 - Commissioners

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

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**In the Matter of
Report Provided by Darrin Flick:**

The following is a summary of the report provided by Darrin Flick, EMA Director & Pickaway County 911 Coordinator.

- Last week EOC monitoring of COVID situation and normal operations. State EOC COVID Directors Call Tuesday and Thursday. Mr. Flick is still monitoring civil unrest throughout the state and coordinating information with law enforcement and other first responders throughout the county. Mr. Flick attended the Box 65 Monthly Meeting and Circleville City Schools 911 Meeting October 6th, Mass Vaccination Clinic/COVID Vaccine Exercise October 7th and Ohio EMA Fall Directors Conference October 8th.
- This week the EOC will be monitoring the COVID situation and normal operations. State EOC COVID Directors Call Tuesday/ Thursday. Mr. Flick will be monitoring civil unrest throughout state. Coordinating information with Law Enforcement and other first responders throughout the county. Ops update with Public Health on Wednesday. Mr. Flick will be attending the Monthly IPAWS Testing, Annual Statewide LEPC Conference (Virtual) and UAS Team Planning and Operations Training October 14th, COVID-19 Update Meeting with Key Personnel and EMPG-19/20/Supplemental paperwork due October 15th.
- Next Week the EOC will be monitoring COVID situation and back to normal operations. State EOC COVID Directors Call Tuesday/ Thursday. Mr. Flick will be monitoring civil unrest throughout state. Coordinating information with Law Enforcement and other first responders throughout the county. Wednesday Ops Update with Public Health. Mr. Flick will be attending the Monthly IPAWS Testing and UAS Team Planning and Operations Training October 14th and EMPG-19/20/Supplemental paperwork due October 15th. Decon Trailer Support to Ohio Health Berger: Sept 2020-Sept 2021.

**In the Matter of
Deputy County Administrator Report:**

The following is a summary of the report provided by Marc Rogols, Deputy County Administrator:

- There were no Bureau of Workers Comp claim or Unemployment claim for the week.
- Surplus office equipment and furniture is pending posting on Govdeals.com.
- Mr. Rogols reported that there is major fence damage at the Dog Shelter from Monday nights storm.
- Mr. Rogols will be meeting with Terry Frazier Wednesday, October 14th to discuss the Fairgrounds new entrance project.
- Mr. Rogols received two quotes via-email for the Fairgrounds security/ gate installation. Mr. Rogols will present next week upon reviewing. Mr. Rogols performed a walk-thru of Heritage Hall last week regarding installation of air conditioning.

**In the Matter of
Building Department Monthly Report:**

The monthly report for the Pickaway County Building Department was filed for the month ending September 2020.

A total of \$49,898.36 was reported being collected as follows:

Permits		
Registration	21	\$1,500.00
Commercial	13	\$31,649.13
Residential	65	\$16,749.23
Total Inspections Performed		
Residential	241	
Commercial	77	
Violations/ Complaints	2	
Total Inspections	320	

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Residential Plan Review	10	
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New Home Permits by Jurisdiction:	
City of Circleville	1
Commercial Point	10
Harrison Twp.	1
Madison Twp.	1
Pickaway Twp.	1
Saltcreek Twp.	2
Scioto Twp.	1
Washington Twp.	1
Total New Homes	18

**In the Matter of
Executive Session:**

At 9:23 a.m., Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to enter into Executive Session pursuant to ORC §121.22 (G) (1) to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation, etc., of a public employee with April Dengler, County Administrator and Marc Rogols, County Deputy Administrator in attendance.

Roll call voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

At 9:36 a.m., the Commissioners exited Executive Session and Commissioner Jay Wippel offered the motion, seconded by Commissioner Brian Stewart, to resume Regular Session.

Roll call voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

No Action taken.

**In the Matter of
Wyatt Colman Hired as Deputy Dog Warden II:**

Mr. Rogols, Deputy County Administrator conducted interviews Wednesday for a Deputy Dog Warden II position, and it was his recommendation to hire Wyatt Coleman.

Following a brief discussion regarding the recommendation, Commissioner Jay Wippel offered the motion, seconded by Commissioner Brian Stewart, to hire Wyatt Coleman, Circleville, Ohio 43113, as Deputy Dog Warden II, effective October 28, 2020.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

**In the Matter of
Dow Fosselman Hired as Custodial Worker I:**

Mr. Rogols, Deputy County Administrator and Jon Brown, Maintenance Supervisor, conducted interviews Wednesday for a Custodial Worker I position, and it was their recommendation to hire the following.

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Following a brief discussion regarding the recommendation, Commissioner Jay Wippel offered the motion, seconded by Commissioner Brian Stewart, to hire Dow Fosselman, Circleville, Ohio, as a Custodial Worker I for the full-time shift, effective November 2, 2020.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
Beth Hall Hired as Custodial Worker I:

Commissioner Jay Wippel offered the motion, seconded by Commissioner Brian Stewart, to hire Beth Hall, Circleville, Ohio, as a Custodial Worker I for the full-time shift, effective October 19, 2020.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
Robert Honeycutt Hired as Custodial Worker I:

Commissioner Jay Wippel offered the motion, seconded by Commissioner Brian Stewart, to hire Robert Honeycutt, Circleville, Ohio, as a Custodial Worker I for the part-time shift, effective October 19, 2020.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
Appointment of Caryn E. Koch-Esterline to the
Pickaway County District Library Board:

Upon review of the Application for Appointment to a Public Board, Commission, or Committee form submitted for consideration, Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to appoint Caryn E. Koch-Esterline, 1452 Stoutsville Pike, Circleville, Ohio 43113, to the Pickaway County District Library Board, unexpired term of Kelly Lutz, whose term expires December 31, 2022.

Mrs. Koch-Esterline's term will commence October 13, 2020 and will expire December 31, 2022.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
CARES Act Funds:

Commissioner Jay Wippel offered the motion, seconded by Commissioner Brian Stewart, to adopt the following Resolution:

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Resolution No.: PC-101320-63

WHEREAS, the Pickaway County Budget Commission approves the following appropriations in the amount of \$273,155.34 to be used for COVID-19 payroll related expenses; and

THEREFORE BE IT RESOLVED, that the Pickaway County Board of Commissioners hereby appropriated the following sum for expenditure for period ending December 31, 2020:

**935.1122.5102 - \$227,938.80 – Salaries
935.1122.5201 - \$31,911.43 – OPERS
935.1122.5202 - \$3,305.11 – Medicare
935.1122.5203 - \$10,000.00 – Insurance**

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

**In the Matter of
Public Defender Fee Schedule:**

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to adopt the following Resolution:

Resolution No.: PC-101320-64

WHEREAS, Pickaway County recognizes its responsibility under the laws of the State of Ohio and the United States of America to provide legal counsel for indigent individuals charged with serious offenses in the Court of Common Pleas, General Division in Pickaway County, and;

WHEREAS, Pickaway County has entered into a contract with the Office of the Ohio Public Defender to provide legal counsel for indigent individuals, and;

WHEREAS, Pickaway County recognizes that there are circumstances wherein a county public defender cannot provide legal representation to indigent defendants in certain court cases due to ethical and/or legal conflicts, and;

WHEREAS, a board of county commissioners, pursuant to Ohio Revised Code §120.33, may adopt a resolution to pay private counsel who are either personally selected by the indigent defendant or appointed by the court for legal representation in those cases where, due to ethical and/or legal conflicts, there are more defendants than the Office of the Ohio Public Defender may represent in a case.

NOW, THEREFORE, BE IT RESOLVED:

§1. That pursuant to Ohio Revised Code §120.33, payment for private counsel who are either personally selected by an indigent defendant or appointed by the Pickaway County Court of Common Pleas, General Division shall remain, as set in Pickaway County Resolution No. PC-060314-1, at sixty (\$60.00) dollars per hour for in-court services and fifty (\$50.00) per hour for out-of-court services.

§2. That pursuant to Ohio Revised Code §120.33, payment for private counsel who are either personally selected by an indigent defendant or appointed by the Pickaway County Court of Common Pleas, General Division shall be capped as follows:

Offense Classification	Maximum Fees
Aggravated Murder/Murder	\$5,000
Felonies 1, 2, and 3	\$3,000
Felonies 4 and 5	\$2,000

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§3. That pursuant to Ohio Revised Code §120.33, payment for private counsel who are either personally selected by an indigent defendant or appointed by the Pickaway County Court of Common Pleas, General Division shall allow that additional reimbursement be made for extraordinary cases as detailed below with prior approval of the judge.

Offense Classification	Trial Length	Maximum Fees
Aggravated Murder/Murder	Over 13 days	\$10,000
Felonies 1, 2, and 3	Over 8 days	\$6,000
Felonies 4 and 5	Over 5 days	\$4,000

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
County Administrator Report:

The following is a summary of the report provided by April Dengler, County Administrator:

- Ms. Dengler presented budget worksheets and proposals for CARES Act money.
- WDC Group submitted plans this week for the Service Center.

In the Matter of
Pickaway County Airport Hangar Project
Certificate of Substantial Completion with Fulfab, Inc.:

Upon review of the Certificate of Substantial Completion with Fulfab, Inc. Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to authorize Commissioner Harold Henson to execute the Certificate of Substantial Completion with Fulfab, Inc., Certificate 1B.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
Pickaway County Airport Hangar Project
Certificate of Substantial Completion
with Jay-Car Construction Co, Inc.:

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to authorize Commissioner Harold Henson to execute the Certificate of Substantial Completion with Jay-Car Construction Co., Inc., Certificate 1A.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

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In the Matter of
Pickaway County Airport Hangar Project
Certificate of Substantial Completion with CT Electric:

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to authorize Commissioner Harold Henson to execute the Certificate of Substantial Completion with CT Electric, Certificate 16A.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
Pickaway County Airport Hangar Project
Change Order 16A-1 with CT Electric:

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to authorize Commissioner Harold Henson to execute the Change Order 16A-1 with CT Electric. Decrease of contract by \$6,000.00

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
Pickaway County Airport Hangar Project
Certificate of Substantial Completion
With Fillmore Construction, LLC:

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to authorize Commissioner Harold Henson to execute the Certificate of Substantial Completion with Fillmore Construction, LLC, Certificate 2B.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
Pickaway County Airport Hangar Project
Change Order 2B-1 with Fillmore Construction, LLC:

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to authorize Commissioner Harold Henson to execute the Changer Order 2B-1 with Fillmore Construction, LLC. Decrease of contract by \$10,050.00.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

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In the Matter of
Auditor's Monthly Report:

Melissa Betz, Auditor, met with the Commissioners to provide an end-of-month report. The month ended at \$9,570,006.75. Mrs. Betz has not received what was anticipated for next years. Sales tax increase of \$500,000 is anticipated, when Mrs. Betz was thinking we would see a decrease in sales tax. Mrs. Betz did speak with Mr. Elick regarding anticipated interest payments and Mr. Elick made a modification to interest reflecting an increase. Mrs. Betz mentioned that there may be some appropriations that have not been used and another worker's comp refund should be coming in late October. Mr. Stewart asked why election expenses have dropped and Mrs. Betz explained that the Board of Elections calculates what expense estimates will be. The 2020 election expenses are the cost to run the election such as ballots and supplies. Mrs. Betz spoke with Melanie Wolford, BOE Director regarding having Maximus build the BOE report.

Mrs. Betz has been working with Nathan Dilley, from GEO Pro and they are in the process of starting the scanning projects and he mentioned that they have upgraded their equipment and added staff to maintain scanning projects. Mrs. Betz suggested entering into a yearly contract with them to have a scanning projects each year. Mrs. Betz has had discussions with the townships while some have started the process to receive their funds. Some other townships have not started the process and has asked other townships if they are not going to utilize their funds if they can pass along to them. The receiving township will still have to register with the state to receive those funds.

In the Matter of
Pickaway County Agricultural and Event Center:

Commissioner Wippel spoke with Von Creamens and Mr. Creamens stated that the North America Dairy Show that was held last weekend was a huge success. The North America Dairy Show would like to enter a five-year contract to reserve the fairgrounds for them to hold their events. Mr. Creamens requested to build an additional building where tents were placed for big events. The buildings would be utilized for all larger events and it would take up approximately 60 parking spaces. Mr. Wippel recommended that the south entrance would have to be established before losing parking spaces in the north parking lot. Mr. Wippel informed Mr. Creamens that he would discuss with the Commissioners as a possibility. The fairgrounds have been scheduling more larger events and in hopes that the building cost could be reimbursed over the next 3-5 years. Commissioner Henson asked if the large events are hinged on building the new building and Commissioner Wippel felt it may be. These large events are growing and need more facilities to utilize for their events. Commissioner Stewart addressed the concern of parking and Commissioner Wippel explained the entrance at the light located at Nicholas Drive. A traffic study will need to be performed to evaluate an additional entrance into the fairgrounds.

In the Matter of
Atlanta Farms Solar Project
Compensation Agreement:

Commissioner Brian Stewart offered the motion, seconded by Commissioner Jay Wippel, to adopt the following Resolution:

Resolution No.: PC-101320-65

COMPENSATION AGREEMENT BETWEEN PICKAWAY COUNTY, OHIO
AND ATLANTA FARMS SOLAR PROJECT, LLC

THIS COMPENSATION AGREEMENT ("Agreement") is made by and between the Board of County Commissioners of Pickaway County, Ohio (the "County") and Atlanta Farms Solar Project, LLC (the "Company") (each a "Party" and collectively the "Parties").

WITNESSETH

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WHEREAS, the Company desires to construct the Atlanta Farms Solar Project, a new 199.6 megawatt solar energy generation facility located on multiple parcels of land located within the County and Deer Creek and Perry Townships (the “Project”); and

WHEREAS, the total economic output from the construction of the Project is anticipated to be nearly \$41.4 million in Pickaway County, with additional annual economic impact from operations of almost \$2.6 million in Pickaway County; and

WHEREAS, pursuant to Ohio Revised Code (“R.C”) 5727.75(E)(1)(b), the County is granted authority to impose service payments in addition to the service payments required under R.C. 5727.75(G) in any resolution adopted under R.C. 5727.75(E)(1)(b) approving an application for an energy project in such time and manner as the County specifies; and

WHEREAS, the Company’s goals with this Project are to: 1) provide a revenue benefit to the County and local taxing units; and 2) enhance the competitiveness and viability of the Project; and

WHEREAS, in furtherance of such goals, the Company is committed to make front end lump-sum contributions to the County, in lieu of the additional annual service payment to the County under R.C. 5727.75(E)(1)(b) for the purposes of enhancing the well-being of the citizens of Pickaway County and helping the local economy (the “Compensation Payment(s)”); and

WHEREAS, the County is desirous of setting forth the time and manner these Compensation Payments in an agreement with the Company in lieu of annual service payments under R.C. 5727.75(E)(1)(b) ; and

WHEREAS, the Company agrees to provide the Compensation Payments to the County in accordance with the terms of this Agreement; and

NOW, THEREFORE, in consideration of the promises, covenants and agreements herein contained, the parties mutually agree as follows:

1. **CONSIDERATION.** As consideration for this Agreement, the County shall 1) not oppose the Project at the Ohio Power Siting Board (“OPSB”), and adopt a resolution under R.C. 5727.75(E)(1)(b) approving the Company’s application to the OPSB for the Project; and 2) generally cooperate with the Company on the Project, especially with County-related conditions from the OPSB permit.
2. **TERM.** The Term of this Agreement shall begin upon the commencement of construction of the Project and shall end on the date the Compensation Payments identified in Sections 3(a) and 3(b) of the Agreement are completed by the Company to the County. Nothing herein is intended to obligate Company to pursue construction of the Project, and prior to commencement of construction (as defined in Section 3(a) below), Company shall have the right to terminate this Agreement by giving written notice thereof to the County.
3. **COMPENSATION PAYMENTS.** The Compensation Payments shall be governed by the following terms:
 - a. No later than sixty (60) days after the commencement of construction of the Project, the Company shall make a Compensation Payment of \$2,000,000.00 to the County General Fund. For the purpose of this provision, the “commencement of construction” shall mean the installation of the first post to support the solar panel racking for the Project. Under this Agreement, “commencement of construction” shall not include work being completed by the local transmission service provider in order to allow the project to interconnect into the transmission system (specifically at the substation).
 - b. No later than sixty (60) days after the commencement of commercial operation of the Project, the Company shall make a Compensation Payment of \$4,000,000.00 to the County General Fund. For the purpose of this provision, the “commencement of operation” shall mean the delivery of power from the Project to an offtake customer or a commercial sale, other than Test Power, of the Project’s energy output into PJM Interconnection’s wholesale market where Test

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Power shall not exceed 20MWh or exceed six months from initial energization of the Project substation.

4. **ASSIGNMENT AND ENFORCEMENT.** The Company may assign this Agreement and its rights and obligations under the Agreement to a subsequent owner of the Project without the prior written consent of the County; provided, however, in the event that either Company and/or any successor owner fails to make any Compensation Payment required by Section 3 above, nothing in the Agreement shall be construed as prohibiting the County from seeking specific enforcement of the Compensation Payments and/or any other potential remedy for breach of contract.
5. **CONSEQUENTIAL DAMAGES WAIVER.** EXCEPT AS OTHERWISE PROVIDED IN THIS AGREEMENT, IN NO EVENT WILL EITHER PARTY BE LIABLE UNDER ANY CIRCUMSTANCES TO THE OTHER PARTY FOR SPECIAL, INDIRECT, PUNITIVE, INCIDENTAL, EXEMPLARY OR CONSEQUENTIAL DAMAGES OR LOSSES, INCLUDING LOST PROFITS, LOSS OF BUSINESS OPPORTUNITY OR OTHER SIMILAR DAMAGES RESULTING FROM OR ARISING OUT OF THIS AGREEMENT, BY STATUTE, IN TORT OR CONTRACT, UNDER ANY INDEMNITY PROVISION OR OTHERWISE.
6. **LAW TO GOVERN.** This Agreement is entered into and is to be performed in the State of Ohio. The law of the State of Ohio shall govern the rights, obligations, duties and liabilities of the parties to this Agreement and shall govern the interpretation of this Agreement.
7. **AMENDMENT.** This Agreement may be modified or amended only by a written agreement duly executed by the Parties hereto or their representatives.
8. **ENTIRETY.** This Agreement and the Attachments attached hereto contain the entire Agreement between the parties as to the matters contained herein. Any oral representations or modifications concerning this Agreement shall be of no force and effect.
9. **SEVERABILITY.** If any provision of this Agreement is held by a court of competent jurisdiction to be invalid, void, or unenforceable, the remaining provisions shall survive and continue in full force and effect to the maximum extent allowed by law.
10. **NOTICES.** All notices or other communications required by this Agreement shall be personally served or sent by U.S. mail addressed to the parties as follows, or addressed in such other way in respect to either Party as that Party may, from time-to-time, designate.
11. **COUNTERPARTS.** This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original copy of this Agreement and all of which, when taken together, will be
12. deemed to constitute one and the same agreement.

THEREFORE BE IT RESOLVED, that the Pickaway County Board of Commissioners hereby approve the Compensation Agreement between Pickaway County, Ohio and Atlanta Farms Solar Project, LLC.

Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Attest: Angela Karr, Clerk

In the Matter of
Weekly Dog Warden Report:

The weekly report for the Wright Poling/Pickaway County Dog Shelter was filed for week ending October 10, 2020.

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A total of \$130 was reported being collected as follows: \$15 in dog license; \$15 in dog license late fees and \$100 in private donations.

Four (4) stray dogs were processed in; zero (0) dogs were adopted.

With there being no further business brought before the Board, Commissioner Wippel offered the motion, seconded by Commissioner Henson, to adjourn. Voting on the motion was as follows: Commissioner Henson, yes; Commissioner Stewart, yes; Commissioner Wippel, yes. Voting No: None. Motion carried.

Harold R. Henson, President

Brian S. Stewart, Vice President

Jay H. Wippel, Commissioner
BOARD OF COUNTY COMMISSIONERS
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Attest: Angela Karr, Clerk