



**Authorizing the Executive Director to execute the sale of bond anticipation notes in a principal amount not to exceed thirty-five million dollars (\$35,000,000.00) for the purpose of refunding notes previously issued to finance costs of acquiring, constructing, and equipping solid waste facilities and matters related to such notes.**

SWACO has been working with its financial advisor to identify debt issue opportunities. Last year, SWACO issued notes to reimburse its previously constructed Fleet and Operations Facility (\$15,000,000.00) and to finance the future Administrative Office Building/Educational Resource Center (\$20,000,000.00), including costs of issuance to the various entities involved for the transaction such as bond counsel, underwriters, financial advisor, rating agencies, etc. SWACO issued its Series 2025 Bond Anticipation Notes which mature in October 2026. This resolution authorizes the refunding of the outstanding Series 2025 Bond Anticipation Notes for another year, authorizes using proceeds of the 2026 Bond Anticipation Notes to pay the various costs of issuance in connection therewith, and authorizes the documentation and other matters in connection with the issuance of such 2026 Bond Anticipation Notes. This transaction will allow for the refunding of the Series 2025 Bond Anticipation Notes for the purposes set herein this resolution.

*Requested by: Patrick O'Block, Senior Accounting and Finance Manager*

WHEREAS, by authority of Sections 343.011 and 343.07(B) and (C), and Chapter 133 of the Ohio Revised Code (the "Act"), the Solid Waste Authority of Central Ohio ("SWACO"), a regional solid waste management authority created and existing under Chapter 343 of the Ohio Revised Code ("Chapter 343"), has adopted a general facilities plan pursuant to Section 343.04 of the Ohio Revised Code (as amended and supplemented, the "General Facilities Plan"); and

WHEREAS, SWACO is authorized (a) by the General Facilities Plan to acquire, construct, improve, enlarge, equip, maintain, and operate, and may enter into agreements determined by this Board of Trustees (this "Board") to be necessary for the acquisition, construction, improvement, enlargement, equipment, maintenance, or operation of, SWACO's solid waste facilities included in the General Facilities Plan; and (b) by Chapter 343 to acquire and construct facilities and improvements in the manner provided for in Chapter 343 and to issue its general obligation bonds or notes in accordance with the Act to pay for that part of the cost of such facilities and improvements that are to be borne by the district at large, all in accordance with the applicable provisions of Chapter 343 and the Act; and

WHEREAS, this Board has previously determined that it is necessary to acquire, construct, install and equip the solid waste facilities comprised of an operations and fleet building located or expected to be located at 4109 London Groveport Road, Grove City, Ohio, and an administrative office building and education resource center located or expected to be located at 4239 London Groveport Road, Grove City, Ohio, and all necessary appurtenances thereto (collectively, the "Project") which constitute solid waste facilities included in the General Facilities Plan; and

WHEREAS, the person appointed by this Board as SWACO's treasurer and fiscal officer pursuant to Section 343.01(B)(2) of the Ohio Revised Code (whether such person was appointed on a permanent basis or in a temporary, "acting" capacity, the "Treasurer") and therefore, being SWACO's "fiscal officer" within the meaning of the Act; has heretofore estimated that the life of the Project, being the improvements and assets to be financed with the proceeds of the notes and bonds hereinafter referred to, is at least five

(5) years, and certified that the maximum maturity of the bonds issued therefor is twenty-eight (28) years, and of notes to be issued in anticipation thereof is twenty (20) years; and

WHEREAS, notes heretofore issued in the principal amount of thirty-five million dollars (\$35,000,000) to finance part of the costs of the Project and to reimburse costs of the Project previously advanced by SWACO (the "Prior Notes") are about to mature and should be renewed in an amount not to exceed thirty-five million dollars (\$35,000,000); and

WHEREAS, this Board anticipates that debt service on such bonds will be paid from the general revenues of SWACO, and on such notes from proceeds of such bonds or renewal notes and the general revenues of SWACO (collectively, the "Revenues");

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE SOLID WASTE AUTHORITY OF CENTRAL OHIO, AS FOLLOWS:

SECTION 1. It is hereby determined that the cost of the Project is to be borne by SWACO at large, and that it is necessary to issue bonds of SWACO in a principal amount not to exceed thirty-five million dollars (\$35,000,000) for the purpose of financing part of the cost of the Project, including "financing costs" as defined in Section 133.01 of the Act. Such bonds shall be dated approximately October 1, 2027, shall bear interest at the rate of approximately six percent (6%) per annum, payable semiannually, and shall mature in substantially equal annual installments over a period not exceeding twenty-eight (28) years. This Board hereby affirms the matters described in the preamble to this Resolution and determines that the improvements comprising the Project constitute a group or category of permanent improvements (a) for the same enterprise or system, (b) for or devoted to the same general purpose, function, or use, or (c) for which "self-supporting securities" (as defined in the Act), may be issued.

SECTION 2. It is hereby determined that notes (hereinafter called the "Notes") in a principal amount of not to exceed thirty-five million dollars (\$35,000,000) shall be issued in anticipation of the issuance of said bonds and in order to renew the Prior Notes pursuant to the Act. The Notes shall (i) be issued in one or more series but in the aggregate shall not exceed such principal amount, (ii) be dated the date of their issuance, (iii) mature not more than one (1) year from such date of issuance, (iv) bear interest at a rate per annum not exceeding six percent (6%) per annum, which interest shall be payable at maturity, (v) be issued in such numbers and denominations of one hundred thousand dollars (\$100,000) or more as may be requested by the purchaser, and (vi) be payable as to both principal and interest in federal funds of the United States of America at the office the Senior Accounting and Finance Manager or the designated office of a bank or trust company designated to serve as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Notes, all as determined by any one or more of the Chair of this Board, the Executive Director, the Treasurer, or the Senior Accounting and Finance Manager without further action of this Board in a certificate of award (the "Certificate of Award"), which determinations shall be conclusive.

The Certificate of Award may set forth such terms and matters referred to in this Resolution, and such other matters as any one or more of the Chair of this Board, the Executive Director, the Treasurer, or the Senior Accounting and Finance Manager determines are consistent with this Resolution, as well as modifications to the terms or conditions set forth in this Resolution if necessary or appropriate, provided that any such modifications are consistent with the purpose of this Resolution and are in the best interests of SWACO. Unless otherwise modified, that the matters contained in the Certificate of Award are consistent with this Resolution shall be conclusively evidenced by the execution of the Certificate of Award by such officer(s) or official(s). The Certificate of Award, when executed, shall be and is hereby incorporated by reference into this Resolution.

The Notes shall be issued in fully-registered form, without coupons, and shall be payable without deduction for exchange, collection or service charges to the person whose name appears on the Note registration records to be maintained by the Paying Agent and Registrar as the registered holder thereof.

The Notes shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. No transfer of any Note shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Note or Notes of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor.

SWACO and the Paying Agent and Registrar may deem and treat the registered holders of the Notes as the absolute owners thereof for all purposes, and neither SWACO nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

The Notes shall be designated “Solid Waste Facility Bond Anticipation Notes, Series 2026 (Building Projects) (First Renewal)” or such other designation as may be set forth in the Certificate of Award.

The Notes may be subject to redemption prior to maturity at the option of SWACO upon such terms, at such times and at such price (but in any case, not greater than one hundred three percent (103%) of the principal amount of the Notes to be redeemed plus accrued interest to the redemption date), as may be determined in the Certificate of Award without further action of this Board.

If fewer than all of the outstanding Notes of a single maturity are called for redemption, the selection of Notes to be redeemed, or portions thereof in amounts equal to the smallest then outstanding Authorized Denomination (the “Minimum Authorized Denomination”) or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Notes when Notes of denominations greater than the Minimum Authorized Denomination are then outstanding, each Minimum Authorized Denomination unit of face value of principal thereof shall be treated as though it were a separate Note of the denomination of the Minimum Authorized Denomination. If one or more, but not all, of such Minimum Authorized Denomination units of face value represented by a Note are to be called for redemption, then upon notice of redemption of a Minimum Authorized Denomination unit or units, the registered holder of that Note shall surrender the Note to the Paying Agent and Registrar (a) for payment of the redemption price for the Minimum Authorized Denomination unit or units of face value called for redemption (including without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Note or Notes of the same series, of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Note surrendered.

The notice of call for redemption of Notes shall identify (i) by designation, letters, numbers or other distinguishing marks, the Notes or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Paying Agent and Registrar on behalf of SWACO by mailing a copy of the redemption notice by certified mail, return receipt requested, at least thirty (30) days prior to the date fixed for redemption, to the Note Registrar and to the registered holder of each Note subject to redemption in whole or in part at such registered holder's address shown on the Note registration records on the fifteenth (15<sup>th</sup>) day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Note, however, shall not affect the validity of the proceedings for the redemption of any Note. Notice having been mailed in the manner provided above, the Notes and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Notes or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Notes or portions thereof at the place or places specified in that notice, such Notes or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

SECTION 3. The Notes shall bear the signatures of any two (2) of the Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager, provided that either or both of such signatures may be facsimiles. The Notes shall express on their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Notes shall bear the manual authenticating signature of an authorized representative of the Paying Agent and Registrar.

SECTION 4. The Notes shall be sold to KeyBanc Capital Markets Inc. or any other persons or entities (each, a "Purchaser") at not less than ninety-seven percent (97%) of the principal amount thereof, plus accrued interest to the date of delivery, as determined in the Certificate of Award without further action of this Board pursuant to the Purchaser's offer to purchase which any one (1) or more of the Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager are hereby authorized to accept. The proceeds from such sale, except any premium or accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose, and for which purpose said proceeds are hereby appropriated. Any premium and accrued interest shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on general obligation securities of SWACO in the manner provided by law.

The Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager, and any other appropriate officers or employees of SWACO are each hereby separately authorized to make arrangements for the issuance and delivery of the Notes to the Purchaser in consideration of the Purchaser's payment therefor, to give all appropriate notices and certificates and to take all actions necessary to effect the due issuance, execution and delivery of the Notes. It is hereby determined that the price for and the terms of the Notes, and the sale thereof, all as provided in this Resolution, are in the best interest of SWACO and in compliance with all legal requirements.



If so required by the Purchaser, the Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager are hereby separately authorized, alone or with others, to execute and deliver a purchase agreement for the Notes (the "Purchase Agreement") in such form as may be approved by the officer executing the same, such officer's execution thereof on behalf of SWACO to be conclusive evidence of such authorization and approval. If the Purchaser requests a Purchase Agreement be executed in connection with the issuance and sale of the Notes, the Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, the Senior Accounting and Finance Manager and any other appropriate officers or employees of SWACO designated by the Executive Director, the Assistant Executive Director are each hereby separately authorized to make the necessary arrangements with the Purchaser to establish the date, location, procedure and conditions for the delivery of such Bonds to the Purchaser, to give all appropriate notices and certificates and to take all steps necessary to effect the due execution and delivery of the such pursuant to the provisions of the related Purchase Agreement.

SECTION 5. The Notes shall be the full general obligations of SWACO, and the full faith, credit and revenue of SWACO are hereby pledged for the prompt payment of the same. The principal amount received from the sale of the bonds anticipated by the Notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used only for the retirement of the Notes at maturity, together with interest thereon and is hereby pledged for such purpose.

SECTION 6. During the year or years while the Notes run there shall be levied upon all of the taxable property in SWACO in addition to all other taxes, a direct tax annually not less than that which would have been levied if bonds had been issued without the prior issue of the Notes; provided, however, that in each year to the extent the Revenues and other moneys are available for the payment of the Notes and such bonds and are appropriated for such purpose, the amount of such tax shall be reduced by the amount of such Revenues and other moneys so available and appropriated. Such tax shall be and is hereby 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 said years are certified, extended and collected. Such tax shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from such tax levy hereby required, or from the other described sources, shall be placed in a separate and distinct fund, which shall be pledged irrevocably for the payment of the principal and interest of the Notes, or the bonds in anticipation of which the Notes are issued, when and as the same fall due.

SECTION 7. The Notes may be sold in one (1) or more federally tax-exempt or taxable series as provided in the Certificate of Award. This Board hereby covenants that it will restrict the use of the proceeds of any Notes designated as "Tax-Exempt Notes" in the Certificate of Award in such manner and to such extent, if any, as may be necessary after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation, including any expenditure requirements, investment limitations or rebate requirements. If issued as "Tax-Exempt Notes" and without limiting the generally of the foregoing, this Board represents and covenants that:

- (a) SWACO will not directly or indirectly use or permit the use of any proceeds of the Tax-Exempt Notes or any other funds of SWACO, or take or omit to take any action that would cause the Tax-Exempt Notes to be "arbitrage bonds" within the meaning of Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code"). To that end, SWACO will comply with all requirements of Sections 103(b)(2) and 148 of the Code to the extent applicable to the Tax-Exempt Notes. In the event that at any time SWACO is of the opinion that for purposes of this sub-section (a) it is necessary to restrict or limit the yield on the investment of any moneys

held by the Paying Agent and Registrar, the Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager shall so instruct the Paying Agent and Registrar in writing, and the Paying Agent and Registrar shall take such action as may be necessary in accordance with such instructions. The Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, the Senior Accounting and Finance Manager, or any other officer having responsibility with respect to the issuance of the Tax-Exempt Notes is authorized and directed to give an appropriate certificate on behalf of SWACO on the date of delivery of the Tax-Exempt Notes for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder, and to execute and deliver on behalf of SWACO an IRS Form 8038-G in connection with the issuance of the Tax-Exempt Notes.

(b) SWACO agrees that there shall be paid from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code. This covenant shall survive payment in full or defeasance of the Tax-Exempt Notes.

(c) So long as the Tax-Exempt Notes, or any obligations issued to refund the Tax-Exempt Notes, remain unpaid, SWACO will not operate or use, or permit the operation or use of, the Project or any part thereof in any trade or business carried on by any person within the meaning of the Code which would cause the Tax-Exempt Notes to be "private activity bonds" within the meaning of Section 141 of the Code.

SECTION 8. The law firm of Dinsmore & Shohl LLP be and is hereby retained as bond counsel to SWACO to prepare the necessary authorization and related closing documents for the issuance, sale and delivery of the Notes and, if appropriate, rendering its approving legal opinion in connection therewith in accordance with a written agreement which the Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, and the Senior Accounting and Finance Manager are each hereby separately authorized to execute and deliver on behalf of SWACO, in such form as may be approved by such officers. The approval of such form by such officer(s) shall be conclusively evidenced by the execution of such agreement by such officer(s). Such law firm shall be compensated by SWACO for the above services in accordance with such written agreement.

The Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, and the Senior Accounting and Finance Manager are hereby separately, alone or with others, authorized to make arrangements with Bradley Payne Advisors, LLC to serve as financial advisor to SWACO for the Notes, and such firm is hereby appointed to serve in such capacity.

SECTION 9. The Chair of this Board, the Executive Director, the Assistant Executive Director, Treasurer, and the Senior Accounting and Finance Manager are hereby separately authorized, alone or with others, to execute and deliver an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Notes in such form as such officer(s) may approve, the execution thereof by such officer(s) to be conclusive evidence of such authorization and approval.

SECTION 10. For purposes of this Resolution, the following terms shall have the following meanings:

"Book entry form" or "book entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Notes may be transferred only through a book entry, and (ii) physical Note certificates in fully registered form are issued only to the Depository or its nominee

as registered owner, with the Notes “immobilized” to the custody of the Depository, and the book entry maintained by others than SWACO is the record that identifies the owners of beneficial interests in those Notes and that principal and interest.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its Participants or otherwise, a book entry system to record ownership of beneficial interests in Notes or principal and interest, and to effect transfers of Notes, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

All or any portion of the Notes may be initially issued to a Depository for use in a book entry system, and the provisions of this Section shall apply to such Notes, notwithstanding any other provision of this Resolution. If and as long as a book entry system is utilized with respect to any of such Notes: (i) there shall be a single Note of each maturity; (ii) those Notes shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners of Notes in book entry form shall have no right to receive Notes in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Notes in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (v) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by SWACO. Debt service charges on Notes in book entry form registered in the name of a Depository or its nominee shall be payable in the manner provided in SWACO’s agreement with the Depository to the Depository or its authorized representative (i) in the case of interest, on each interest payment date, and (ii) in all other cases, upon presentation and surrender of Notes as provided in this Resolution.

The Paying Agent and Registrar may, with the approval of SWACO, enter into an agreement with the beneficial owner or registered owner of any Note in the custody of a Depository providing for making all payments to that owner of principal and interest on that Note or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided in this Resolution, without prior presentation or surrender of the Note, upon any conditions which shall be satisfactory to the Paying Agent and Registrar and to SWACO. That payment in any event shall be made to the person who is the registered owner of that Note on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Paying Agent and Registrar shall furnish a copy of each of those agreements, certified to be correct by the Paying Agent and Registrar, to any other paying agents for the Notes and to SWACO. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

The Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, and the Senior Accounting and Finance Manager are separately authorized and directed, alone or with others, and without further action of this Board to execute, acknowledge and deliver, in the name of and on behalf of SWACO, a blanket letter agreement between SWACO and The Depository Trust Company, as Depository, to be delivered in connection with the issuance of the Notes to the Depository for use in a book entry system, and to take all other actions as such officer(s) deems appropriate in issuing the Notes under a book entry system.



If any Depository determines not to continue to act as Depository for the Notes for use in a book entry system, SWACO and the Paying Agent and Registrar may attempt to establish a securities depository/book entry relationship with another qualified Depository under this Resolution. If SWACO and the Paying Agent and Registrar do not or are unable to do so, SWACO and the Paying Agent and Registrar, after the Paying Agent and Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Notes from the Depository and authenticate and deliver Note certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing definitive Notes), if the event is not the result of action or inaction by SWACO or the Paying Agent and Registrar, of those persons requesting such issuance.

SECTION 11. SWACO is hereby authorized to participate in the Ohio Market Access Program – Note Wrap - offered by the Treasurer of the State of Ohio (the “Program”), provided that (a) participation in the Program is in the best interests of SWACO and (b) any one or more of the Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager affirmatively elect to participate in the Program, which election may be made in the Certificate of Award.

SECTION 12. If SWACO participates in the Program, the Standby Note Purchase Agreement (the “Standby Purchase Agreement”) required as part of the Program is hereby authorized in such form not materially adverse to SWACO as may be approved by the authorized signatories of SWACO executing the Standby Purchase Agreement, as provided in this Resolution. This Board and SWACO acknowledge the agreement of the Treasurer of State in the Standby Purchase Agreement that, in the event SWACO is unable to repay the principal amount and accrued and unpaid interest of the Notes at maturity, whether through its own funds or through the issuance of other obligations of SWACO, the Treasurer of State agrees (a) to purchase the Notes from the holders or beneficial owners thereof upon their presentation to the Treasurer of State for such purchase at a price of par plus accrued interest to maturity or (b) to purchase renewal notes of SWACO in a principal amount not greater than the principal amount of the Notes plus interest due at maturity, with such renewal notes bearing interest at a rate of the lower of the maximum interest rate provided by law or the One- (1) year MMD (Municipal Market Data) Index for “AAA”-rated obligations plus four hundred (400) basis points (or such other rate methodology in effect as part of the Program), maturing not more than one (1) year after the date of their issuance, and being prepayable at any time with thirty (30) days’ notice, provided that in connection with the Treasurer of State’s purchase of such renewal notes SWACO shall deliver to the Treasurer of State an unqualified opinion of nationally recognized bond counsel that (i) such renewal notes are the legal, valid, and binding general obligations of SWACO, and the principal of and interest on such renewal notes, unless paid from other sources, are to be paid from the proceeds of the levy of ad valorem taxes levied within the ten-mill limitation imposed by law on all property subject to ad valorem taxes levied by SWACO and (ii) interest on the renewal notes is excludible from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended to the same extent that interest on the Notes is so excluded.

In addition, this Board and SWACO acknowledge that the Treasurer of State will establish an “After Maturity Interest Rate,” as generally provided for as part of the Program and as specifically provided for within the Standby Purchase Agreement.

The Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager, as the officers signing the Notes, are authorized to take all actions that may in their judgment reasonably be necessary to provide for such Standby Purchase Agreement, including but not limited to the inclusion of a notation on the form of the Notes providing notice to the holders or beneficial owners of the existence of such Standby Purchase Agreement and



providing instructions to such holders or beneficial owners regarding the presentation of the Notes for purchase by the Treasurer of State at stated maturity.

This Board hereby authorizes further representations, warranties, and/or covenants to be made regarding SWACO's participation in the Program by virtue of the election of the Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager and other Program documents, subject to review and approval by legal counsel to SWACO.

SECTION 13. The Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, the Senior Accounting and Finance Manager, or any other officer, employee or agent of SWACO, are each hereby separately authorized, alone or with others, to apply for a rating from one or more national rating services with respect to the Notes if there is a determination in the Certificate of Award to obtain such a rating, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the Notes is hereby authorized.

SECTION 14. The Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager, acting alone or together, are each further authorized to apply for a municipal bond insurance policy with respect to the Notes, and to accept a commitment therefor, if the Purchaser should recommend the same, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the premium and expenses relating to any such insurance policy from the proceeds of the Notes is hereby authorized if the Chair of this Board, the Executive Director, the Assistant Executive Director, the Treasurer, or the Senior Accounting and Finance Manager determines in the Certificate of Award that the present value of the interest cost savings on the Notes resulting from the insurance policy is greater than the premium to be charged for the insurance policy, which determination shall be conclusive.

SECTION 15. The Secretary, the Treasurer, the Senior Accounting and Finance Manager, or any other officer, employee or agent of SWACO designated by the Executive Director, the Executive Director or the Assistant Executive Director is hereby directed to forward a certified copy of this Resolution to the county auditor of each county in which any part of SWACO's territory is located.

SECTION 16. This Board determines that (a) all acts, conditions and things necessary to be performed by SWACO or to have been met precedent to and in the issuing of the Notes in order to make them legal, valid and binding general obligations of SWACO have been performed and have been met, or will, at the time of delivery of the Notes to the Purchaser, have been performed and have been met, in regular and due form as required by law; (b) the full faith, credit and general taxing power (as described in Sections 5 and 6 hereof) of SWACO are hereby irrevocably pledged for the timely payment of the payment of principal and interest on the Notes when due; and (c) no limitation of indebtedness or taxation, either statutory or constitutional, will have been exceeded in issuing the Notes. All actions hereto taken by officers and employees of this Board and SWACO in connection with the prior expenditures for portions of the Project are hereby approved, ratified and confirmed. Any references herein to officers or employees of SWACO shall include those persons holding such offices or positions on an "interim" or "acting" basis.

SECTION 17. This Board hereby determines it is in the best interest of SWACO to waive, and hereby waives, any and all provisions of Resolution No. 041-17 (Debt and Finance Management Policy) (the "Policy") that (a) may be construed to limit or prohibit the renewal of the Prior Notes through the issuance of the Notes prior to completion of construction of the Project, or (b) conflict with the intent of

this Resolution or the issuance of the Notes. This Board hereby acknowledges that construction of the Project is not yet complete as of the date hereof.

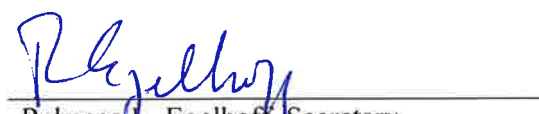
SECTION 18. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law, including Section 121.22 of the Revised Code of Ohio.

SECTION 19. This Resolution shall take effect immediately upon its adoption.

Date Adopted: August 11, 2026

Vote:  
For: 6 Against: 0 Abs: 0

  
Susan Tilgner  
Chair, Board of Trustees

  
Rebecca L. Egelhoff, Secretary

Approved as to form:

  
Rebecca L. Egelhoff, Director of Legal  
Affairs

70749932

## Resolution Summary

Resolution 031-26: Authorizing the Executive Director to execute the sale of bond anticipation notes in a principal amount not to exceed thirty-five million dollars (\$35,000,000.00) for the purpose of refunding notes previously issued to finance costs of acquiring, constructing, and equipping solid waste facilities and matters related to such notes.

Requested by: Patrick O'Block. Senior Accounting and Finance Manager

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### Summary

- This resolution authorizes the issuance of bond anticipation notes in a principal amount not to exceed thirty-five million dollars (\$35,000,000.00).
- The funds will be used to refund outstanding notes issued to reimburse solid waste facilities of approximately fifteen million dollars (\$15,000,000.00) for the Fleet/Operations Building and approximately twenty million dollars (\$20,000,000.00) for the new Administration Office Building/Educational Resource Center, while paying the cost of issuance of the new notes.

### Purpose & Goals

- The resolution will enable funds to be allocated to the projects mentioned above and allow SWACO to issue bonds in the future.

### Process Used:

- ☐ Cooperative Purchasing      ☒ Competitive Process
- ☐ Sole Source/Best Interest      ☐ Intergovernmental Cooperative Services Agreement
- SWACO utilized its financial advisor and bond counsel. SWACO issued an RFP for underwriting services in 2025.

### Fiscal Impact

Funding for this resolution is provided by:

- ☐ Operating Budget    ☒ Capital Improvement Plan    ☐ Capital Equipment Plan    ☐ Capital Outlays Plan
- SWACO received funds to be spent on projects that were planned in the Capital Improvement Plan and is refunding the outstanding notes that mature in October 2026.

### Future Action Anticipated

- SWACO met with its financial advisor to identify funding mechanisms, then issued an RFP to solicit firms interested in serving as underwriter for the issuance of bond anticipation notes. SWACO selected KeyBanc Capital Markets to provide underwriting services from 2025 and will continue to use their services for this debt issuance.



Authorizing the Executive Director to enter into a five (5) year contract with Rumpke of Ohio, Inc. for recyclable processing services for the Recycling Drop-off Program and expend an amount not to exceed seven hundred eighty-eight thousand dollars (\$788,000.00).

Since 2002, SWACO has operated a Recycling Drop-Off Program ("Program") that provides residents a recycling outlet with a particular focus on serving areas that do not have access to curbside recycling services such as residents who live in multifamily units. The Program provides unlimited access to recycling at no charge within the SWACO Solid Waste Management District and diverts on average four thousand (4,000) tons of recyclables from the landfill annually.

Pursuant to SWACO's Procurement Policy, staff solicited a Request for Proposals ("RFP") to contract for the recyclable processing services and received responses from two (2) firms. After evaluating the proposals and ranking both firms, staff recommends Rumpke of Ohio, Inc.

Staff therefore recommends the Board authorize the Executive Director to enter into a five- (5)-year contract with Rumpke of Ohio, Inc. for recyclable processing services for the Recycling Drop-off Program and expend an amount not to exceed seven hundred eighty-eight thousand dollars (\$788,000.00).

*Requested by: Amy Densborn, Programs Manager*

**BE IT RESOLVED by the Board of Trustees of the Solid Waste Authority of Central Ohio that:**

1. The Executive Director is authorized to enter into a five (5) year contract with Rumpke of Ohio, Inc. for recyclable processing services for the Recycling Drop-off Program and expend an amount not to exceed seven hundred eighty-eight thousand dollars (\$788,000.00).
2. This resolution shall be in full force and effect from and immediately upon its adoption.

Date Approved: August 11, 2026

  
 Susan Tilgner  
 Chair, Board of Trustees

Approved as to Form:

Vote:  
 For: 6 Against: 0 Abs: 0

  
 Rebecca L. Egelhoff, Secretary

  
 Rebecca L. Egelhoff, Director of Legal Affairs



## Resolution Summary

Resolution 032-26: Authorizing the Executive Director to enter into a five (5) year contract with Rumpke of Ohio, Inc. for recyclable processing services for the Recycling Drop-off Program and expend an amount not to exceed seven hundred eighty-eight thousand dollars (\$788,000.00).

Requested by: Amy Densborn, Programs Manager

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### Summary

- This resolution will establish a five (5) year contract for recycling processing services with Rumpke of Ohio, Inc.
- This contract is necessary to continue to process the recyclables collected through the Program.

### Purpose & Goals

- The Recycling Drop-off program provides unlimited access to recycling at no charge for all residents in SWACO's jurisdiction, which is particularly important for residents who do not have access to curbside recycling such as those residents who live in multifamily properties. The Program also provides a recycling outlet for small businesses that do not generate enough recyclables to secure cost-effective services.
- This Program helps to preserve space in the Franklin County Landfill for future generations.

### Process Used

- ☐ Cooperative Purchasing      ☒ Competitive Process
- ☐ Sole Source/Best Interest      ☐ Intergovernmental Cooperative Services Agreement
- Two (2) Proposals were received. After evaluation, Rumpke of Ohio, Inc. was determined to be the best proposal.

### Fiscal Impact

Funds to cover these expenditures were included in the 2026 Operating Budget in the major account category education, enforcement, and recycling contracts. The total education, enforcement, and recycling contracts for 2026 is budgeted at \$2,146,000. Multi-year contracts may include funds to be budgeted for subsequent year(s) to cover contractual obligations.

☒ Operating Budget   ☐ Capital Improvement Plan   ☐ Capital Equipment Plan   ☐ Capital Outlays Plan

### Future Action Anticipated

- None anticipated at this time.



Authorizing the Executive Director to enter into a contract with The Shelly Company, to provide approved clean hard fill at the Franklin County Sanitary Landfill's former east borrow area at the rates agreed upon in the proposal.

SWACO has a need to backfill the former east borrow area at the Franklin County Sanitary Landfill. The east borrow area served as a soil source for SWACO's daily operations and cell construction projects for several years but has not been used in more than 10 years. The depression left from the borrowing of the soil created operations challenges. Restoring the area to its former grade would allow operations to make use of an otherwise ineffective portion of the property. SWACO Staff estimate a minimum of four hundred thousand (400,000) cubic yards of available airspace in the former borrow area. The Ohio EPA has a definition for clean hard fill and allows properties to use the fill to change the grade, provided the user follows the Ohio Administrative Code 3745-400-05. In order to fill the site safely and compliantly, staff plans to contract with a single vendor to provide the necessary clean hard fill to bring the east borrow area to former grades.

Staff solicited a Request for Proposals ("RFP") to contract for these services and received responses from two (2) firms. After evaluating the proposals and ranking each firm, staff deemed The Shelly Company proposal to provide the best value for SWACO.

Staff therefore recommend the Board of Trustees authorize the Executive Director to enter into a contract with The Shelly Company to provide approved clean hard fill at the Franklin County Sanitary Landfill's former east borrow area at the rates agreed upon in the proposal.

*Requested by:* Matt Reardon, Senior Environmental Manager

**BE IT RESOLVED by the Board of Trustees of the Solid Waste Authority of Central Ohio that:**

1. The Executive Director is authorized to enter into a contract with The Shelly Company to provide approved clean hard fill at the Franklin County Sanitary Landfill's former east borrow area at the rates agreed upon in the proposal.
2. This resolution shall be in full force and effect from and immediately upon its adoption.

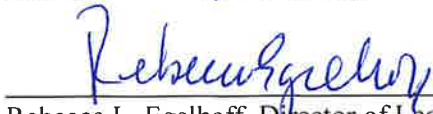
Date Approved: August 11, 2026

  
 Susan Tilgner  
 Chair, Board of Trustees

Approved as to Form:

Vote:  
 For: 6 Against: 0 Abs: 0

  
 Rebecca L. Egelhoff, Secretary

  
 Rebecca L. Egelhoff, Director of Legal Affairs

## Resolution Summary

Resolution 033-26: Authorizing the Executive Director to enter into a contract with The Shelly Company to provide approved clean hard fill at the Franklin County Sanitary Landfill's former east borrow area at the rates agreed upon in the proposal.

Requested by: Matt Reardon, Senior Environmental Manager

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### Summary

- SWACO's former east borrow area has left a low spot that has created operational issues.
- The east borrow area has approximately four hundred thousand (400,000) cubic yards of airspace available to bring it to its former grades. Restoring the area to its former grade would allow operations to make use of an otherwise ineffective portion of the property.
- SWACO intends to contract with a single vendor to provide the necessary clean hard fill to bring the east borrow area to former grades. Having a single vendor will allow SWACO to fill the site while maintaining compliance with the Ohio EPA.

### Purpose & Goals

- Restoring the former east borrow area to its original grades will allow that area to be used for an as-yet-determined purpose.
- This project serves SWACO's core values of leveraging the waste stream for economic benefit and collaborates with our public partners to improve shared quality of life.

### Process Used

- ☐ Cooperative Purchasing      ☒ Competitive Process
- ☐ Sole Source/Best Interest      ☐ Intergovernmental Cooperative Services Agreement
- A Request for Proposal ("RFP") was issued to determine the best qualified vendors to provide approved clean hard fill at the east borrow area.
- SWACO received proposals from two (2) vendors and after evaluation, staff deemed The Shelly Company's proposal to provide the best value for SWACO.

### Fiscal Impact

Revenue received from the disposal of clean hard fill at the Franklin County Sanitary Landfill will be included in its operating fund.

☒ Operating Budget   ☐ Capital Improvement Plan   ☐ Capital Equipment Plan   ☐ Capital Outlays Plan

### Future Action Anticipated

- None anticipated at this time.



*Project Area*





Authorizing the Executive Director to enter into a three (3) year contract with Ohio Mulch Composting, LLC, for the purchase of In-District Residential and Municipal Yard Waste Processing Services commencing January 1, 2027, and expend a total amount not to exceed two million two hundred fifty thousand dollars (\$2,250,000.00).

SWACO's Yard Waste Program ("Program") has been in place for over two (2) decades and has resulted in successfully diverting large tonnages of residential yard waste. As part of the Program, SWACO contracts with local yard waste facilities so that residential yard waste generated in SWACO's District is accepted either through curbside collection or through residents taking their yard waste directly to a facility.

In compliance with SWACO's Procurement Policy, last fall staff advertised a Request for Proposals ("RFP") from facilities to receive and process residential and municipally generated yard waste from SWACO's District and Ohio Mulch, LLC ("Ohio Mulch") was deemed the best proposal.

Staff therefore recommends the Board authorize the Executive Director to enter into a three- (3)-year contract with Ohio Mulch for the purchase of In-District Residential and Municipal Yard Waste processing services with an annual cap of seven hundred fifty thousand dollars (\$750,000.00).

*Requested by:* Jonathan McCracken, Director of Sustainability and Operations

**BE IT RESOLVED by the Board of Trustees of the Solid Waste Authority of Central Ohio that:**

1. The Executive Director is authorized to enter into a three (3) year contract with Ohio Mulch Composting, LLC for the purchase of In-District Residential and Municipal Yard Waste Processing Services commencing January 1, 2027, and expend a total amount not to exceed two million two hundred fifty thousand dollars (\$2,250,000.00).
2. This resolution shall be in full force and effect from and immediately upon its adoption.

Date Approved: August 11, 2026

Susan Tilgner  
Chair, Board of Trustees

Vote:

For: 16 Against: 0 Abs: 0

Rebecca L. Egelhoff, Secretary

Approved as to Form:

Rebecca L. Egelhoff, Director of Legal Affairs

## Resolution Summary

Resolution 034-26: Authorizing the Executive Director to enter into a three (3) year contract with Ohio Mulch Composting, LLC, for the purchase of In-District Residential and Municipal Yard Waste Processing Services commencing January 1, 2027, and expend a total not to exceed two million two hundred fifty thousand dollars (\$2,250,000.00).

Requested by: Jonathan McCracken, Director of Sustainability and Operations

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### Summary

- Staff request authorization to enter into a three (3) year contract with Ohio Mulch, LLC for yard waste processing services through the end of 2029.

### Purpose & Goals

- SWACO's yard waste program is one of its longest standing programs and allows for the curbside collection of yard waste from residents in SWACO's jurisdiction to properly manage the material, convert it into a useful soil amendment, and do so at no cost when material is delivered to a facility under SWACO's contract. It directly supports SWACO's mission to champion transformational diversion programs & safe disposal of the waste stream.

### Process Used:

- ☐ Cooperative Purchasing      ☒ Competitive Process
- ☐ Sole Source/Best Interest      ☐ Intergovernmental Cooperative Services Agreement
- Pursuant to SWACO's Procurement Policy, a Request for Proposals ("RFP") was issued to determine the best firms to provide yard waste processing services for SWACO's Yard Waste Program.
- SWACO received proposals from four (4) facilities.
- Of the four (4) facilities, Ohio Mulch was determined to be the best proposal.

### Fiscal Impact

SWACO will fund its major account category yard waste operating contracts to cover these expenditures beginning in 2017. SWACO's budget is approved each year as an annual budget.

☒ Operating Budget    ☐ Capital Improvement Plan    ☐ Capital Equipment Plan    ☐ Capital Outlays Plan

### Future Action Anticipated

- Establishment of a new contract for services commencing on January 1, 2027, to accept and process residential yard waste from within SWACO's District.