

**RESOLUTION APPROVING GUIDELINES FOR RESOLUTION BY AND BETWEEN THE ASHTABULA COUNTY BOARD OF COMMISSIONERS AND THE STATE OF OHIO C/O OHIO DEPARTMENT OF NATURAL RESOURCES**

WHEREAS, in October, 2002 (terminating in 2040) the State entered into a Master Lease Agreement (“Master Lease”) with the County whereby the State leased certain property in Geneva-on-the-Lake, Ohio (the “State Property”) for the County to construct and operate a lodge (the “Lodge”).

WHEREAS, the County financed the construction by issuing bonds, which are secured by a municipal bond insurance policy issued by Assured Guaranty Municipal Corp., (with Huntington Bank acting as the trustee (“Trustee”)), and the Lodge was constructed.

WHEREAS, the County in 2003 entered into a management agreement with an entity controlled by Delaware North Corporation (“DNC”) to operate the Lodge. This management agreement terminated at the end of 2016.

WHEREAS, in March, 2004 the County and Kent State University (“KSU”) entered into a joint use agreement (the “Joint Use Agreement”) whereby KSU paid for and constructed an addition to the Lodge for purposes of building and operating a training center at the Lodge.

WHEREAS, January 1, 2016 the County entered into a sublease agreement with DNC for the construction and operation of a certain number of cabins on the State Property (“Cabin Sublease”).

WHEREAS, effective January 1, 2017, the County entered into a new management agreement (the “Management Agreement”) with DNC to manage and operate the Lodge.

WHEREAS, January 1, 2017, the County and DNC entered into a sublease agreement for the construction and operation of a zip line and challenge course (“Zip Line Sublease”) on the State Property.

WHEREAS, on March 29, 2019 the County entered into a Master Lease Agreement (“Energy Conservation Equipment Lease”) with Huntington National Bank for the financing of certain equipment to help reduce energy costs, including energy costs at the Lodge.

WHEREAS in October, 2020 the County refinanced the retired and refunded a portion of the original bonds and issued the Series 2020 Bonds (the “Bonds”) in the amount of \$13,810,000 which also included other projects.

(The “Management Agreement”, the “Cabin Sublease”, the “Zip Line Sublease”, the “Energy Conservation Equipment Lease”, the “Bonds” and the “Joint Use Agreement” collectively referred to as “Third Party Agreements”)

WHEREAS, in 2021 the Ohio Legislature passed legislation (the “Legislation”) as part of the new State Budget, appropriating \$13,950,000 (the “State Money”), which provides as follows:

Section 715.20. The Director of Natural Resources shall enter into an agreement, or modify any existing agreement or memorandum of understanding, with Ashtabula County to assume ownership and operation of the Geneva Lodge and Conference Center located in Ashtabula County by December 31, 2021. The agreement shall require the Department of Natural Resources to purchase the facility for an amount that does not exceed the outstanding mortgage at the time of purchase. The agreement also shall require the Department to assume maintenance, operating, and any other costs associated with the facility.

\* \* \*

Section 343.30. State Park Operations. Of the foregoing appropriation item, 72605, State Park Operations, \$13,950,000 over the biennium ending June 30, 2023, shall be used to purchase the Geneva Lodge and Conference Center and pay operating costs for the facility pursuant to Section 715.20 of this Act.

WHEREAS, the Parties wish to follow the enactments of the General Assembly, and find that it is in the public interest to reach an agreement to do so.

**NOW THEREFORE, BE IT AGREED THAT** the Parties will make a good faith effort to adhere to the following guidelines to reach a resolution:

1. The Parties will each appoint one attorney spokesperson. ODNR appoints NAME and Ashtabula County appoints Mark Landes.
2. All proposals and counter-proposals will be made through the attorney spokesperson.
3. The Parties, through their attorney spokesperson, agree to begin discussions promptly toward an amenable resolution, and will first hold a conference no later than the close of business January 14, 2022.
4. At the close of each conference, if no agreement is reached, then a new conference date will be set.
5. The Parties shall maintain the status quo during these efforts to reach a resolution and shall not initiate any legal action before March 1, 2022.

BE IT FURTHER RESOLVED that the President of the Board, on behalf of the Board of Commissioners of Ashtabula County, is authorized to execute any and all necessary documents.

**ASHTABULA COUNTY COMMISSIONERS  
CERTIFICATION PAGE**

**Resolution No. 2021-472**

**December 31, 2021**

**RESOLUTION APPROVING GUIDELINES FOR RESOLUTION BY AND BETWEEN  
THE ASHTABULA COUNTY BOARD OF COMMISSIONERS AND THE STATE OF  
OHIO C/O OHIO DEPARTMENT OF NATURAL RESOURCES**

**Upon the motion of J.P. Ducro IV, seconded by Casey R. Kozlowski.**

**VOTE:**

**Kathryn L. Whittington  
J.P. Ducro IV  
Casey R. Kozlowski**

**Aye  
Aye  
Aye**

**CERTIFICATE OF CLERK**

IT IS HEREBY CERTIFIED that the foregoing is a true and correct transcript of a resolution acted upon and duly passed by the Board of County Commissioners of Ashtabula County, Ohio, on the date noted above.



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**Lisa Hawkins, Clerk of the Board  
Board of County Commissioners  
Ashtabula County, Ohio**

## **GUIDELINES FOR RESOLUTION**

The State of Ohio (c/o Ohio Department of Natural Resources (the “State”) and Ashtabula County Board of Commissioners (the “County”) (collectively, the “Parties”) agree to these Guidelines for Resolution:

### **BACKGROUND**

WHEREAS, in October, 2002 (terminating in 2040) the State entered into a Master Lease Agreement (“Master Lease”) with the County whereby the State leased certain property in Geneva-on-the-Lake, Ohio (the “State Property”) for the County to construct and operate a lodge (the “Lodge”).

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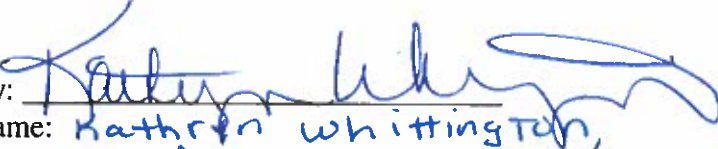
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5. The Parties shall maintain the status quo during these efforts to reach a resolution and shall not initiate any legal action before March 1, 2022.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, ODNR and Ashtabula County have caused these Guidelines For Resolution to be executed.

**The State of Ohio**  
c/o Ohio Department of Natural Resources

By:   
Name: Kathryn Whittington,  
Title: president

Date: 12/31/2021

**Ashtabula County Board of Commissioners**

By: \_\_\_\_\_  
Name:  
Title:

Date: \_\_\_\_\_